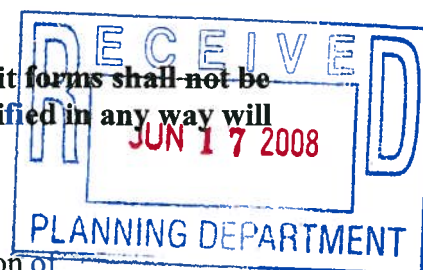


Important! The adopted Affidavit and Reaffirmation of Affidavit forms shall not be altered or modified in any way. Any form that is altered or modified in any way will not be accepted.



REAFFIRMATION OF AFFIDAVIT

In reference to the Affidavit dated May 16, 2007 for the application of
(enter date of affidavit)

Eugenia Investments, Inc.

(enter name(s) of applicant(s))

in Application Number(s): SPEX 2007-0025, SPEX 2007-0034, SPEX 2008-0008, SPEX 2008-0009

(enter application number(s))

I, **Ben I. Wales**, do hereby state that I am an

(check one) applicant (must be listed in Paragraph B of the above-described affidavit)

 X applicant's authorized agent (must be listed in Paragraph B of the above-described affidavit)

and that to the best of my knowledge and belief, the following information is true:

(check one) I have reviewed the above-described affidavit, and the information contained therein is true and complete as of _____
(enter today's date)

 X I have reviewed the above-described affidavit, and I am submitting a new affidavit which includes changes, deletions or supplemental information to those paragraphs of the above-described affidavit indicated below:

(Check if applicable)

 X Paragraph B-1

 Paragraph C-1

 X Paragraph B-2

 Paragraph C-2

 X Paragraph B-3

 Paragraph C-3

WITNESS the following signature: Ben I. Wales

(check one) applicant X applicant's authorized agent

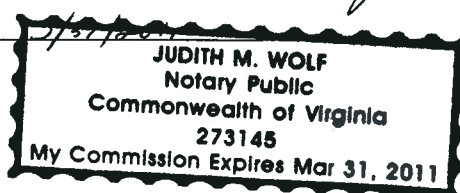
Ben I. Wales

(Type or print first name, middle initial, last name and title of signer)

Subscribed and sworn to before me this 16th day of June, 2008,
in the State/Commonwealth of Virginia, County/City of Fairfax.

Judith M. Wolf
Notary Public

My Commission expires: 3/31/2011



APPLICATION NUMBER: SPEX 2007-0025; SPEX 2007-0034; SPEX 2008-0008; SPEX 2008-0009

I, Ben I. Wales, do hereby state that I am an
 ___ applicant

X applicant's authorized agent listed in Section B.1. below

in application Number(s): SPEX 2007-0025, SPEX 2007-0034, SPEX 2008-0008, SPEX 2008-0009

and that to the best of my knowledge and belief, the following information is true:

B. MANDATORY DISCLOSURES

1. NAMES AND ADDRESSES OF REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application. Multiple relationships may be listed together. For multiple parcels, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

PIN	NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)	RELATIONSHIP (listed in bold , above)
043-39-1396	Eugenia Investments, Inc. & Subsidiary Agent: Panos J. Kanes	1141 Sheridan Road, N.E. Atlanta, GA 30324	Title Owner/Applicant
	Patton Harris Rust & Associates Agents: Mark W. Thomas Douglas R. Kennedy Fred D. Ameen Laurie H. Butakis	208 Church Street, S.E. Leesburg, VA 20175	Engineer/Agent
	Cooley Godward Kronish LLP Agents: Antonio J. Calabrese Mark C. Looney Colleen Gillis Snow Andrew R. Levinson (former) Jill D. Switkin Shane M. Murphy Brian J. Winterhalter Jeffrey A. Nein Meaghen P. Murray (former) Ben I. Wales Molly M. Novotny Katherine D. Youngbluth (former) Sara L. Duvall (former) Jason R. Rogers (former)	11951 Freedom Drive Reston, VA 20190	Attorney/Agent

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

___ Real Parties of Interest information is continued on an additional copy of *page B-1*

If multiple copies of this page are provided please indicate Page ___ of ___ pages.

APPLICATION NUMBER: SPEX 2007-0025; SPEX 2007-0034; SPEX 2008-0008; SPEX 2008-0009**2. NAMES OF CORPORATION SHAREHOLDERS**

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Eugenia Investments, Inc. & Subsidiary, 1141 Sheridan Road, N.E., Atlanta, GA 30324

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
The Eugenia Stassinopoulos Trust – 55%	
Beata Investments Limited – 45%	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Eugenia (nmi) Stassinopoulos	Chairman/Board of Directors
Gregory (nmi) Stassinopoulos	President/Board of Directors
Panos J. Kanis	Vice President/ Board of Directors
Leo (nmi) Frangis	Treasurer/Board of Directors
Douglas A. Singleton	Secretary/Board of Directors

Check if applicable:

X Additional shareholder information is continued on an additional copy of page B-2

If multiple copies of this page are provided please indicate Page ___ of ___ pages.

APPLICATION NUMBER: SPEX 2007-0025; SPEX 2007-0034; SPEX 2008-0008; SPEX 2008-0009**2. NAMES OF CORPORATION SHAREHOLDERS**

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

The Eugenia Stassinopoulos Trust, 1141 Sheridan Road, N.E., Atlanta, GA 30324

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.* *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.* *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Eugenia (nmi) Stassinopoulos, Sole Trustee (Revocable Trust)	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
N/A	

Check if applicable:

X Additional shareholder information is continued on an additional copy of *page B-2*If multiple copies of this page are provided please indicate Page of pages.

APPLICATION NUMBER: SPEX 2007-0025; SPEX 2007-0034; SPEX 2008-0008; SPEX 2008-0009**2. NAMES OF CORPORATION SHAREHOLDERS**

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Beata Investments Limited, Trident Chambers, Rd. Town, Tortola, British Virgin Islands

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Nikolaos E. Stassinopoulos	
Evgenios I. Stassinopoulos	
Marietta E. Stassinopoulos	
Athanasios (nmi) Kavoukas	
Nikolaos (nmi) Kavoukas	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Eleni M. Apostolou	President/Treasurer
Nicholas E. Stassinopoulos	Vice President/Secretary

Check if applicable:

X Additional shareholder information is continued on an additional copy of *page B-2*

If multiple copies of this page are provided please indicate Page of pages.

APPLICATION NUMBER: SPEX 2007-0025; SPEX 2007-0034; SPEX 2008-0008; SPEX 2008-0009**2. NAMES OF CORPORATION SHAREHOLDERS**

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Patton Harris Rust & Associates, 14532 Lee Road, Chantilly, VA 20151

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.* *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.* *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Fred D. Ameen, Jr.	J. Christopher Holt
Michael G. Baker	Paul Dec Holt, Jr.
Thirumalainvas (nmi) Bhakthavatsalam	Mark (nmi) Jerussi
John F. Callow	Ralph T. Jones
Helman A. Castro	John O. Jorgensen
Frank H. Donaldson	Douglas R. Kennedy
Timothy F. Fletcher	Graeme C. Lake
Bruce J. Frederick	John C. Loyd
Michael A. Hammer	Ronald A. Mislowsky
John D. Hash	Robert A. Munse

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Thomas D. Rust, PE, AICP	Chairman of the Board, Sr. V.P.
Susan S. Wolford, CLA, AICP	Treasurer, Vice President
Thomas L. Osborne, AICP	Secretary, Vice President

Check if applicable:

X Additional shareholder information is continued on an additional copy of *page B-2*.If multiple copies of this page are provided please indicate Page 1 of 3 pages.

APPLICATION NUMBER: SPEX 2007-0025; SPEX 2007-0034; SPEX 2008-0008; SPEX 2008-0009**2. NAMES OF CORPORATION SHAREHOLDERS**

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Patton Harris Rust & Associates, 14532 Lee Road, Chantilly, VA 20151 (Continued)

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.* *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.* *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Patricia D. Monday	David H. Steigler
Paul D. Noursi	Earl R. Sutherland
Thomas L. Osborne	Mark W. Thomas
Thomas W. Price	Kevin D. Vaughn
John D. Reno	Edward G. Venditti
Michael G. Reimer	John D. Vergeres
Thomas D. Rust	Scott R. Wolford
David J. Saunders	Susan W. Wolford
Karl V. Schaeffer	Kevin D. Wood
James C. Slora	(see Page 3 for cont)

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
All stockholders are Vice Presidents unless noted	
Frank H. Donaldson	Sr. Vice President
Earl R. Sutherland	Sr. Vice President
Jon Douglas Coenen, Jr.	Vice President
Thomas R. Smith	Vice President

Check if applicable:

X Additional shareholder information is continued on an additional copy of *page* B-2.If multiple copies of this page are provided please indicate Page 2 of 3 pages.

APPLICATION NUMBER: SPEX 2007-0025; SPEX 2007-0034; SPEX 2008-0008; SPEX 2008-0009**2. NAMES OF CORPORATION SHAREHOLDERS**

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Patton Harris Rust & Associates, 14532 Lee Road, Chantilly, VA 20151 (Continued)

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.* *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.* *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
John D. Wright	
William W. Wright	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
All stockholders are Vice Presidents unless noted	
Mark H. Lillard, III	Vice President

Check if applicable:

 Additional shareholder information is continued on an additional copy of *page B-2*.If multiple copies of this page are provided please indicate Page 3 of 3 pages.

APPLICATION NUMBER: SPEX 2007-0025; SPEX 2007-0034; SPEX 2008-0008; SPEX 2008-0009**3. PARTNERSHIP INFORMATION**

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address (complete name, street address, city, state, zip)

Cooley Godward Kronish LLP, 11951 Freedom Drive, Suite 1500, Reston, VA 20190

X (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Jane K. Adams	Partner
Gian-Michele a Marca	Partner
Maureen P. Alger	Partner
Gordon C. Atkinson	Partner
Michael A. Attanasio	Partner
Jonathan P. Bach	Partner
Celia Goldwag Barenholtz	Partner
Frederick D. Baron	Partner
James A. Beldner	Partner

Check if applicable:

X Additional Partnership information is included on an additional copy of page B-3.

4. One of the following options **must be checked**

 In addition to the names listed in paragraphs B. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

X Other than the names listed in B. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

X Additional information for Item B. 3. is included on an additional copy of page B-3.

If multiple copies of this page are provided please indicate Page 1 of 4 pages.

APPLICATION NUMBER: SPEX 2007-0025; SPEX 2007-0034; SPEX 2008-0008; SPEX 2008-0009

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Keith J. Berets	Partner	M. Wainwright Fishburn, Jr.	Partner
Laura A. Berezin	Partner	M. Manuel Fishman	Partner
Russell S. Berman	Partner	Keith A. Flaum	Partner
Laura Grossfield Birger	Partner	Grant P. Fondo	Partner
Barbara L. Borden	Partner	Daniel W. Frank	Partner
Jodie M. Bourdet	Partner	Richard H. Frank	Partner
Matthew J. Brigham	Partner	William S. Freeman	Partner
Robert J. Brigham	Partner	Steven L. Friedlander	Partner
John P. Brockland	Partner	Thomas J. Friel, Jr.	Partner
James P. Brogan	Partner	Koji F. Fukumura	Partner
Nicole C. Brookshire	Partner	James F. Fulton, Jr.	Partner
Alfred L. Browne, III	Partner	Philip J. Gall	Partner
Matthew D. Brown	Partner	William S. Galliani	Partner
Matthew T. Browne	Partner	Stephen D. Gardner	Partner
Robert T. Cahill	Partner	John M. Geschke	Partner
Antonio J. Calabrese	Partner	Kathleen A. Goodhart	Partner
Linda F. Callison	Partner	Lawrence C. Gottlieb	Partner
Roel C. Campos	Partner	Shane L. Goudey	Partner
William Lesse Castleberry	Partner	William E. Grauer	Partner
Lynda K. Chandler	Partner	Jonathan G. Graves	Partner
Dennis (nmi) Childs	Partner	Paul E. Gross	Partner
Ethan E. Christensen	Partner	Kenneth L. Guernsey	Partner
Richard E. Climan	Partner	Patrick P. Gunn	Partner
Alan S. Cohen	Partner	Zvi (nmi) Hahn	Partner
Thomas A. Coll	Partner	John B. Hale	Partner
Joseph W. Conroy	Partner	Andrew (nmi) Hartman	Partner
Jennifer B. Coplan	Partner	Amy (nmi) Hartman	Partner
Carolyn L. Craig	Partner	Bernard L. Hatcher	Partner
John W. Crittenden	Partner	Matthew B. Hemington	Partner
Janet L. Cullum	Partner	Cathy Rae Hersheopf	Partner
Nathan K. Cummings	Partner	John (nmi) Hession	Partner
John A. Dado	Partner	Gordon K. Ho	Partner
Craig E. Dauchy	Partner	Suzanne Sawochka Hooper	Partner
Darren K. DeStefano	Partner	Tami J. Howie	Partner
Scott D. Devereaux	Partner	Mark M. Hrenya	Partner
Jennifer Fonner DiNucci	Partner	Christopher R. Hutter	Partner
James J. Donato	Partner	Jay R. Indyke	Partner
Michelle C. Doolin	Partner	Craig D. Jacoby	Partner
John C. Dwyer	Partner	Eric C. Jensen	Partner
Robert L. Eisenbach, III	Partner	Robert L. Jones	Partner
Lester J. Fagen	Partner	Barclay J. Kamb	Partner
Brent D. Fassett	Partner	Richard S. Kanowitz	Partner

Check if applicable:

X Additional information for Item B. 3. is included on an additional copy of page B-3.If multiple copies of this page are provided please indicate Page 2 of 4 pages.

APPLICATION NUMBER: SPEX 2007-0025; SPEX 2007-0034; SPEX 2008-0008; SPEX 2008-0009

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Jeffrey S. Karr	Partner	Alison (nmi) Newman	Partner
Scott L. Kaufman	Partner	William H. O'Brien	Partner
Margaret H. Kavalaris	Partner	Thomas D. O'Connor	Partner
J. Michael Kelly	Partner	Vincent P. Pangrazio	Partner
Jason L. Kent	Partner	Timothy G. Patterson	Partner
James C. Kitch	Partner	Anne H. Peck	Partner
Michael J. Klisch	Partner	D. Bradley Peck	Partner
Michael H. Knight	Partner	Susan Cooper Philpot	Partner
Barbara A. Kosacz	Partner	Benjamin D. Pierson	Partner
Kenneth J. Krisko	Partner	Frank V. Pietrantonio	Partner
Shira Nadich Levin	Partner	Mark B. Pitchford	Partner
Alan (nmi) Levine	Partner	Michael L. Platt	Partner
Michael S. Levinson	Partner	Christian E. Plaza	Partner
Elizabeth L. Lewis	Partner	Lori R.E. Ploeger	Partner
Michael R. Lincoln	Partner	Thomas F. Poche	Partner
James C. T. Linfield	Partner	Anna B. Pope	Partner
David A. Lipkin	Partner	Marya A. Postner	Partner
Chet F. Lipton	Partner	Steve M. Przesmicki	Partner
Samuel M. Livermore	Partner	Seth A. Rafkin	Partner
Douglas P. Lobel	Partner	Frank F. Rahmani	Partner
Mark C. Looney	Partner	Marc (nmi) Recht	Partner
Robert B. Lovett	Partner	Thomas Z. Reicher	Partner
Michael X. Marinelli	Partner	Eric M. Reifschneider	Partner
John T. McKenna	Partner	Michael G. Rhodes	Partner
Daniel P. Meehan	Partner	Michelle S. Rhyu	Partner
Thomas C. Meyers	Partner	Julie M. Robinson	Partner
Robert H. Miller	Partner	Ricardo (nmi) Rodriguez	Partner
Brian E. Mitchell	Partner	Adam C. Rogoff	Partner
Patrick J. Mitchell	Partner	Jane (nmi) Ross	Partner
Ann M. Mooney	Partner	Richard S. Rothberg	Partner
Gary H. Moore	Partner	Adam J. Ruttenberg	Partner
Timothy J. Moore	Partner	Adam (nmi) Salassi	Partner
Webb B. Morrow, III	Partner	Thomas R. Salley III	Partner
Kevin P. Mullen	Partner	Richard S. Sanders	Partner
Frederick T. Muto	Partner	Glen Y. Sato	Partner
Ross W. Nadel	Partner	Martin S. Schenker	Partner
Ryan (nmi) Naftulin	Partner	Joseph A. Scherer	Partner
Stephen C. Neal	Partner	Paul H. Schwartz	Partner
James E. Nesland	Partner	Renee (nmi) Schwartz	Partner

Check if applicable:

X Additional information for Item B. 3. is included on an additional copy of page B-3.If multiple copies of this page are provided please indicate Page 3 of 4 pages.

APPLICATION NUMBER: SPEX 2007-0025; SPEX 2007-0034; SPEX 2008-0008; SPEX 2008-0009

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
William J. Schwartz	Partner	David M. Warren	Partner
Gregory A. Smith	Partner	Steven K. Weinberg	Partner
Whitty (nmi) Somvichian	Partner	Thomas S. Welk	Partner
Mark D. Spoto	Partner	Christopher A. Westover	Partner
Wayne O. Stacy	Partner	Francis R. Wheeler	Partner
Neal J. Stephens	Partner	Brett D. White	Partner
Michael D. Stern	Partner	Peter J. Willsey	Partner
Anthony M. Stiegler	Partner	Nancy H. Wojtas	Partner
Steven M. Strauss	Partner	Nan (nmi) Wu	Partner
Myron G. Sugarman	Partner	John F. Young	Partner
Christopher J. Sundermeier	Partner	Kevin J. Zimmer	Partner
Ronald R. Sussman	Partner	Wendy J. Brenner	Partner
C. Scott Talbot	Partner	Samuel S. Coates	Partner
Mark P. Tanoury	Partner	Sally A. Kay	Partner
Philip C. Tencer	Partner	Jason (nmi) Koral	Partner
Gregory C. Tenhoff	Partner	Robin J. Lee	Partner
Timothy S. Teter	Partner	Cliff Z. Liu	Partner
John H. Toole	Partner	J. Patrick Loofbourrow	Partner
Robert J. Tosti	Partner	Andrew P. Lustig	Partner
Michael S. Tuscan	Partner	Beatriz (nmi) Mejia	Partner
Edward Van Geison	Partner	Erik B. Milch	Partner
Miguel J. Vega	Partner	Chadwick L. Mills	Partner
Erich E. Veitenheimer, III	Partner	Michael E. Tenta	Partner
Aaron J. Velli	Partner	Brent B. Siler	Partner
Robert R. Vieth	Partner	John G. Lavoie	Partner
Lois K. Voelz	Partner	Donald K. Stern	Partner
Craig A. Waldman	Partner	Kimberley J. Kaplan-Gross	Partner
Kent M. Walker	Partner	Jessica Wolff	Partner
David A. Walsh	Partner		

Check if applicable:

 Additional Partnership information is included on an additional copy of page B-3.If multiple copies of this page are provided please indicate Page 4 of 4 pages.

APPLICATION NUMBER: SPEX 2007-0025; SPEX 2007-0034; SPEX 2008-0008; SPEX 2008-0009**C. VOLUNTARY DISCLOSURE**

1. That no member of the Loudoun County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

EXCEPT AS FOLLOWS: (If none, so state).

2. That within the twelve-month period prior to the public hearing for this application, no member of the Loudoun County Board of Supervisors, Board of Zoning Appeals, or Planning Commission or any member of his immediate household and family, either individually, or by way of partnership in which any of them is a partner, employee, agent or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent or attorney or holds 1% or more of the outstanding bonds or shares of stock of a particular class, has or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of \$100 or more, singularly or in the aggregate with any of those listed in Section B, above.

EXCEPT AS FOLLOWS: (If none, so state).

3. The following constitutes a listing of names and addresses of all real parties in interest in the real estate which is the subject of this application, including the names and addresses of all persons who hold a beneficial interest in the subject property, who have, within five years of the application date, contributed, by gift or donation, more than one hundred dollars to any current member of the Board of Supervisors:

NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)

___ Additional County-Official information for Item C is included on an additional page C-1.

APPLICATION NUMBER: SPEX 2007-0025; SPEX 2007-0034; SPEX 2008-0008; SPEX 2008-0009**D.**

That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, OR LESSEE of the land have been listed and broken down, and that prior to each public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Section C. above, that arise on or after the date of this application.

WITNESS the following signature:

Ben Wales.check one: ☐ Applicant or ☒ Applicant's Authorized AgentBen I. Wales

(Type or print first name, middle initial and last name and title of signee)

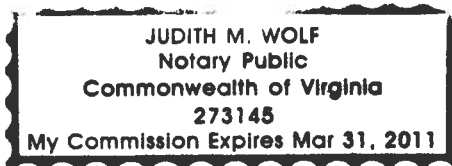
Subscribed and sworn before me this 16th day of June, 20 08, in
the State/Commonwealth of Virginia, in the County/City of Fauquier.

Judith M. Wolf

Notary Public

My Commission Expires: 3/31/2011

322215 v3/RE



JASON R. ROGERS
(703) 456-8650
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January 2, 2008

Mr. Marchant Schneider
Planner
Department of Planning
1 Harrison Street, SE
3rd Floor
Leesburg, VA 20177

**RE: SPEX 2007-0025, ParagonPark Office
SPEX 2007-0034 ParagonPark Hotel
Response to First Referral Comments**



Dear Marchant:

This letter constitutes our responses to the initial staff and agency comments that we have received regarding the initial submission of the above-referenced special exception applications. In addition to revisions made in response to staff comments, the Applicant has revised the application to request the following:

- Special exception requests have been added for a bank (inclusive of drive-through teller lanes) and a service station in Land Bay 3.

Enclosed are 15 copies of the revised special exception plat set, a revised statement of justification, a revised copy of the proposed development conditions, and a revised copy of the trip generation assessment. The staff/agency review comments are addressed below. Each agency's comments are summarized (noted in *italics*) and followed by our response.

Department of Transportation (comments dated August 31, 2007)

1. Comment: The proposed plan needs to provide right of way, construction easements, drainage easements and stormwater management easements for Pacific Boulevard.

Response: The Applicant will dedicate the necessary right-of-way, construction easements, and stormwater management easements for Pacific Boulevard at no cost to VDOT, subject to the approval of these applications (See Condition 7.b). Consistent with the letter forwarded to VDOT on October 10, 2007, the Applicant will work cooperatively with County and VDOT staff in negotiating the dedication of the necessary right-of-way and related easements.

2. Comment: SWM pond locations need to be provided for the Pacific Boulevard outfalls.

Response: The SPEX Plat has been revised to depict the SWM ponds to accommodate Pacific Boulevard outfall per VDOT's roadway plan (#1036-053.303.PE 101).

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3. Comment: The contribution for the W&OD bridge crossing should be updated or at least list the current value of the previous proffer and condition.

Response: Condition 1.b (now Condition 7.c) reflects the current cost, as adjusted by the Construction Cost Index with 1991 as the base year.

4. Comment: Only one full access entrance/median crossing will be permitted. Right in right out access in addition to the one crossing are acceptable.

Response: The Applicant would like to note that the Pacific Boulevard roadway plans (#1036-053.303.PE 101) illustrate two full access intersections with turn bays at each intersection. The SPEX plat assumes these improvements and proposes no new entrances along Pacific Boulevard. Land Bays 2 and 3 will have access from either Eugenia Court or Severn Way, respectively.

5. Comment: None of the previous proffers and conditions for the applicant to construct Pacific Boulevard should be released. If not constructed, the actual value of the construction should be provided.

Response: Pacific Boulevard is to be built by VDOT and the necessary funding to construct the road has been allocated within VDOT's Six Year Improvement Plan. To reduce the construction cost and to expedite the construction of Pacific Boulevard, the Applicant will dedicate the necessary right-of-way and related easements at no cost to VDOT, subject to the approval of these applications, per Condition No. 7.b.

6. Comment: There are discrepancies in the flood plain elevations.

Response: The SPEX Plat has been revised to correct the discrepancies in the flood plain elevations.

7. Comment: A new parking lot or access to the existing parking lot for W&OD access should be addressed.

Response: The SPEX Plat (see Sheet 3) has been revised to illustrate a proposed location for the partial or full W&OD Trail replacement parking lot. The applicant has revised the development conditions to reflect a commitment to dedicating land for the parking lot (See Condition No. 14).

Northern Virginia Regional Park Authority (comments dated August 29, 2007)

W&OD Parking Lot at Route 28

1. Comment: Development of the subject site must not impede use of the parking lot or its side-path prior to the opening of a replacement lot at another location. Moreover, consideration should be given to providing access to the parking lot via the subject site or providing a replacement lot on the subject site at Pacific Boulevard and the W&OD.

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Response: The Applicant does not envision any development on the Property prior to the completion of VDOT's improvements for Pacific Boulevard and the Nokes Boulevard/Route 28 interchange. The SPEX Plat has been revised to illustrate a proposed location for the partial or full W&OD Trail replacement parking lot.

Setback and Landscape Buffer

2. Comment: The Park Authority recommends that a 50-foot wide landscape buffer be provided on the subject property adjacent to the W&OD.

Response: The SPEX Plat has been revised to depict a 50-foot parking setback along the W&OD Trail. The development conditions include a commitment (see Condition No. 18) to provide the setback as shown on the SPEX Plat. The setback does not apply to areas with respect to access and parking for the W&OD Trail.

Proposed Development Conditions

3. Comment: No. 1.c. - Since maintenance of the W&OD Trail bridge structure will require access directly from Pacific Boulevard, condition no. 1.c. should be revised as follows: "The Applicant shall provide any additional slope, construction and maintenance easements necessary to construct and maintain a grade separated trail crossing of Pacific Boulevard and the W&OD right of way at no cost to the public."

Response: The Applicant respectfully points out that VDOT will be constructing Pacific Boulevard as a design build project under its Six Year Improvement Plan. VDOT's roadway plan (#1036-053.303.PE 101) depicts a grade-separated crossing over the W&OD Trail. Condition No. 1.c (now Condition No.'s 7a., 7.b, and 7.d) has been revised to dedicate the necessary right-of-way and related easements for Pacific Boulevard at no cost to VDOT, subject to the approval of these applications.

4. Comment: No. 6 - Given the proposed development's visual impacts to the park property, condition no. 6 should be revised to state that "All loading bays shall be located or screened so that trucks using such bays shall not be visible from public streets or the W&OD Trail."

Response: At a minimum, development on the Property will meet the Zoning Ordinance requirements to screen loading bays and parking. The Applicant has prepared design guidelines that demonstrates various techniques (i.e. orientation of parking and loading bays, architectural compatibility between buildings and structured parking, and landscaping) to mitigate visual impacts of the development on the W&OD Trail. Nevertheless, the limitations of mitigation due to the high elevation of the trail bridge over Route 28 should be taken into account. The SPEX Plat also depicts a 50-foot wide setback along the entire length of the W&OD Trail to assist in the mitigation of visual impacts.

5. Comment: No. 8 - Condition no. 8 requires that the applicant provide a network of trails within each land bay and between adjacent land bays. The most recent W&OD/Pacific

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Boulevard bridge plans show the roadway's multi-use path connections to the W&OD from the south side of the proposed bridge. The connections will be over 350 feet in length from the roadway to the W&OD paved trail. Therefore, direct trail connections to the W&OD from land bays 5 and 6 may provide improved bicycle and pedestrian access.

The Park Authority supports trail connections to the W&OD subject to meeting the Park Authority's minimum requirements for slope, sight distance, safety, drainage and other criteria. The connections must be at least 8 feet wide on park property and their intersections should be perpendicular to the W&OD. The applicant would be required to obtain a permit from the Park Authority and the licensee would be responsible for construction of the entire connection and its perpetual maintenance.

Response: Condition No. 8 (now Condition No. 26) has been revised to require trail connections from Land Bays 5 and 6 to the W&OD Trail. The Applicant at time of site plan approval for development within these land bays, subject to final approval from NVRPA, will provide these connections to the W&OD Trail. The Applicant will design and implement the trail connections in accordance with NVRPA requirements, and subject to NVRPA approval.

Other Requirements

6. Comment: The project sponsor shall not encroach onto park property for any purpose prior to, during, or after construction, unless the Park Authority approves a permit for the activity.

Response: The Applicant will complete the appropriate permits and will receive NVRPA approval prior to any land disturbance activities that may encroach onto park property.

7. Comment: The project sponsor's certified land surveyor shall confirm the location and monumentation of the shared boundary by completing the attached certificate.

Response: The Applicant shall complete a certificate identifying the location of the shared boundary with the W&OD Trail at time of site plan approval for development in Land Bays 5 and 6.

8. Comment: A construction fence shall be placed along the property line to prevent encroachment onto park property during construction.

Response: The Applicant will provide a construction fence along the entire length of W&OD Trail within Land Bays 5 and 6. The draft conditions of approval reflect this commitment. However, the Applicant assumes that NVRPA will permit encroachment on park property to improve the area designated for the replacement parking lot.

9. Comment: The parcel index on Sheets 3 and 4 notes "dual ownership" of the W&OD park property. The Park Authority owns the W&OD property in fee simple and does not share ownership with another entity. Therefore "dual ownership" for the W&OD parcel should be removed from the parcel index.

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Response: The Applicant has revised the SPEX Plat to remove the phrase "dual ownership" from the parcel index on Sheets 3 and 4.

Office of Transportation Services (comments dated September 17, 2007)

1. Comment: The current special exception (SPEX 1991-0033) has significant commitments for transportation including dedication and construction on Pacific Blvd and Severn Way at no cost to VDOT or the County. The applicant should dedicate all right-of-way necessary for the VDOT project to construct Pacific Blvd (State Highway Project 1036-053-303). Additionally, the applicant should provide any easements necessary to construct a grade separated trail crossing of Pacific Boulevard and the W&OD right-of-way at no cost to the public.

Response: As discussed above, the Applicant will dedicate the necessary right-of-way and related easements for Pacific Boulevard at no cost to VDOT, subject to the approval of these applications. Consistent with the letter forwarded to VDOT on October 10, 2007, the Applicant will work cooperatively with County and VDOT staff in negotiating the dedication of the necessary right-of-way and related easements.

2. Comment: Condition 1-C of the SPEX 1991-0033 states that "With specific regard to Severn Way frontage improvements, the applicant shall dedicate the right-of-way necessary to construct one half of a U4 road section (at no cost to the public). In addition, the applicant shall bond and construct one half of a U4 road section within said right-of-way to include a right turn lane at the intersection of Severn Way and Route 28".

Response: SPEX 1991-0033 Condition 1-C has been partially fulfilled by construction of a U4 half-section with a right turn lane along the Property frontage per CPAP 1993-0038. The necessary right-of-way for Severn Way will be dedicated at no cost to the County or VDOT at the time of the first site plan approval for Land Bays 1 or 2. With regard to the right turn lane, The Applicant would like to point out that VDOT is responsible for the construction of the turn lane. Moreover, the right turn lane will be superseded by the dedication of right-of-way for the Severn Way cul-de-sac associated with the Nokes Boulevard improvements at Route 28.

Further, in addition to land dedication to improve the surrounding roadway network for adjacent properties, the Property has generated approximately \$1,886,627.88 in taxes (i.e. Fire/EMS, Route 28, and Regular taxes) over the past 20 years. Therefore, the Applicant believes the Property has provided efficient public services and infra-structure to maintain Loudoun's high quality of life without a request for compensation or services to benefit the Property.

3. Comment: Once the interchange on Route 28/Nokes Blvd is constructed, Severn Way will be close and a cul-de-sac will be built at the end of Severn Way. The applicant should make sure that additional right-of-way and easements are available should they be required to accommodate these changes.

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Response: The SPEX Plat has been revised to illustrate the necessary right-of-way for the Severn Way cul-de-sac. The proposed conditions have been revised to require the right-of-way dedication for the Severn Way cul-de-sac at no cost to VDOT.

4. Comment: As stated in existing Condition 2-a, b, and 3-a, b of SPEX 1991-0033 the applicant is responsible for right-of-way dedication and construction Pacific Blvd as a four lane road from W&OD to Severn Way including the crossings of Cabin Branch and W&OD at no cost to the public. However, VDOT will construct Pacific Blvd, the grade separated crossing of Pacific Blvd/ W&OD and the crossing of the Cabin Branch floodplain as soon as the design for these facilities is completed. Please note that according to ZMAP 89-21 proffers as revised November 15, 1989, the applicant should contribute one eighth of the final cost of constructing the grade separated crossing of Pacific Blvd and the W&OD right-of-way not to exceed \$200,000.00 as defined paragraph 14 of the Dulles North Retail Associates.

Response: Condition No. 1.b (now Condition No. 7.c) reflects the current cost for the grade separated crossing, as adjusted by the Construction Cost Index with 2008 as the base year.

5. Comment: The applicant should make a cash contribution to the County in the event any portion of subdivision streets or Pacific Blvd are required to be built by others. The applicant should pay an amount equal to the reasonable cost of such construction as indicated in Condition 4. OTS staff has calculated the cost estimate of the construction of Pacific Blvd from W&OD to Severn Way which includes the \$200,000 as shown in Condition 3d (the "trail" crossing with W&OD) and the cost of the crossing of Cabin Branch. The applicant share of the cost of construction of the above facilities is \$10,448,518.00 and is based on the cost estimate that was prepared by VDOT.

Response: The Applicant is dedicating a critical and valuable 7.25 acres of developable land at no cost to the County and/or VDOT for the construction of Pacific Boulevard. The Applicant would like to point out that one of the County Assessors has indicated that commercial land zoned PD-IP is valued at \$10.00 a square foot. Thereby, the Applicant believes the land dedication for Pacific Boulevard equates to approximately \$3,158,100 of tangible commercial tax base.

Further, the Applicant is willing to contribute \$1.00 per net square foot of office space, up to a total value of \$1,000,000 toward regional road improvements (see Condition No. 11). Right-of-way for the Nokes Boulevard improvements at Route 28 will be dedicated at no cost to VDOT. The land for the Nokes Boulevard/Route 28 improvements can be valued at approximately \$435,600 (\$10.00 per square foot), subject to the pending receipt of the VDOT assessment.

The Applicant is dedicating up to 1.5 acres of developable land at no cost to VDOT or NVRPA for the use of a parking lot associated with the W&OD Trail (see Condition No. 14). The value of this property is assessed at \$653,400 (\$10.00 a square foot). The draft conditions also reflect a commitment to providing three bus shelters at a time when development occurs on the Property. The Applicant assumes that each bus shelter will cost approximately \$10,000 to install on the Property.

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The proposed development conditions also include language requiring the construction of on-site signals when warranted and an updated contribution toward the W&OD bridge crossing for Pacific Boulevard. The Applicant believes it will cost \$600,000 to construct the on-site signals. The contribution toward the W&OD bridge crossing has been increased to \$343,980.

In total, the Applicant is providing approximately \$ 6,221,080 of transportation or transit related improvements to mitigate impacts without a request for monetary compensation and/or a request for density credit from the County. Therefore, the Applicant believes there is no need to share in the cost of the construction for Pacific Boulevard.

Finally, in 2006, the Applicant prepared a cost estimate for Pacific Boulevard, which was considerably lower than VDOT's latest cost estimate. The cost estimate proposed by the Applicant is based on a box culvert design with a county approved Floodplain Alteration Study (FPAL 2000-0017) for crossing the Cabin Branch riparian corridor. The cost estimate is exclusive of land dedication and does not include the cost for constructing the grade separated W&OD Trail crossing. However, this cost estimate of \$3,889,689 still provides a roadway design that protects the Cabin Branch riparian system and W&OD Trail.

The latest design and cost estimate by VDOT for Pacific Boulevard is above and beyond the design necessary to mitigate impacts to the W&OD Trail and on the environmentally sensitive areas within the Property. The Applicant has included its cost estimate for Pacific Boulevard with this submission.

6. Comment: The background traffic volume for the year 2010 at the intersection of Route 28/Nokes Blvd was analyzed, and it shows that the level of service during the PM peak is operating below acceptable level. The eastbound movement was added to the intersection for analysis purposes. The level of service for the background PM peak traffic conditions (2010) will be LOS F without the Paragon Park, assuming that the interchange at Route 28 and Nokes Blvd has not been completed yet. It should be noted that the interchange of Route 28/Nokes Blvd is presently under construction. Once this interchange is built with the construction of Pacific Blvd, the access to the site from the intersection of Route 28/Severn Way and Route 28/Steeplechase will be closed. Access to the site at that time will be provided from Pacific Blvd via Waxpool Road and Nokes Blvd. Until the interchange is fully completed, the level of service at the intersection of Route 28/Nokes Blvd will remain F with or without the subject site.

Response: Completion of the Nokes Boulevard improvements Route 28 are anticipated by 2009. Pacific Boulevard is anticipated to be constructed and open to the public by 2010. The Applicant does not envision any development on the Property prior to the completion of either of these improvements.

7. Comment: The Countywide Transportation Plan Draft recommends widening Route 28 to 8 lanes. Please note that this plan has not yet been approved by the Loudoun County Board of Supervisors. Route 28 is planned to be a limited access median divided urban arterial. The applicant should make sure that additional right-of-way be available if needed to accommodate the future improvements on Route 28 and temporary construction easements, and drainage

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easements be dedicated along Route 28 in accordance with our interchange plans for Nokes Boulevard.

Response: The SPEX Plat has been revised to depict the appropriate right-of-way and related easements for the Nokes Boulevard/Route 28 interchange improvements. The Applicant is working with VDOT to determine the appropriate timing for the dedication of these improvements.

8. Comment: The trip generation for the proposed office land use and a hotel for full built out will be 2,563 AM and 2,454 PM trips. Also, the existing planned daily trips for full built out and the proposed site trips in the traffic study will be 15,382 daily trips and 17,794 daily trips respectively. The difference between the existing planned trips and the proposed trips will be an additional 16% in the proposed daily trips; this is a 25% difference in the proposed PM peak and a 31% difference in the proposed AM peak. Please see Attachment 3

Response: Based on the revised land use mix, the site trip generation has been updated (the change in trips range between 1 and 8 percent), and is included under separate cover. The Applicant believes the development's mix of uses (i.e. hotel and ancillary retail) would result in a reduction of am, pm, and daily traffic trips on the surrounding roadway network between 2 and 6 percent, based on VDOT guidelines. In addition, the Applicant will be required to meet traffic signal requirements and provide adequate improvements to receive the necessary permits from VDOT at time of site plan. The Applicant has provided condition language requiring the construction of on-site signals when warranted, trail connections, a replacement W&OD parking lot, regional road transportation contribution per square foot of development, bus shelters, and the dedication of Pacific Boulevard right-of-way in advance of development to assist in the mitigation of impacts. These improvements significantly advance the regional roadway network in relation to the approved development.

9. Comment: As anticipated in the traffic study, the applicant will increase the daily trips in the vicinity of this site by 16% of the daily trips. What mitigation measures will this applicant consider to ensure that this site development will not exacerbate the traffic operation at the vicinity of the site?

Response: The Applicant has proposed a condition of approval requiring the installation of a traffic signal at the intersections of Pacific Boulevard/Severn Way and Site Entrance 2/Pacific Boulevard when warranted. The traffic generated by the Applicant's proposal did not warrant any additional improvements for Pacific Boulevard and/or for Route 28.

10. Comment: The applicant should discuss the transit system improvements along Pacific Blvd with the Transit Division in the Office of Transportation Services. Transit improvements may include a cash contribution toward purchasing busses, bus shelters and Park and Ride sites.

Response: The SPEX Plat has been revised to depict three locations for bus shelters on Pacific Boulevard. The draft conditions reflect a commitment to providing the bus shelters at a

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time when development occurs in Land Bays 2, 4, and 6. Further, the Applicant has included a commitment to participate in the County's TDM strategy to encourage ridesharing and car/vanpooling for office tenants over 10,000 gross square feet.

11. Comment: The parking lot along Route 28 between Severn Way and Steeplechase, which has capacity for 70 vehicles and 3 horse trailer spaces will be eliminated, due to the limited access of Route 28. The purpose of having the existing parking lot along Route 28 is to provide access for bikers to the W&OD trail. Once the intersection of Route 28/Severn Way and Route 28/Steeplechase are closed, there will be no access to this parking lot. Will the applicant include a parking lot inside his property with access to the W&OD?

Response: The SPEX Plat has been revised to illustrate a proposed location for the W&OD Trail replacement parking lot.

12. Comment: The Special Exception Plat does not show buildings, internal streets or intersections. The applicant should provide a plat showing all of these facilities including trails and sidewalks.

Response: An illustrative master plan has been prepared to illustrate buildings, parking areas, travel aisles, and pedestrian facilities. The master plan is apart of the design guidelines and standards, and is included with this submission. However, as the design is conceptual, the Applicant believes it is premature to commit to the detailed reference. Applicant would like to reduce the need for additional legislative approvals in order to accommodate locational changes. The application will comply with VDOT and County requirements to mitigate impacts at time of site plan approval.

Department of Planning – CIO (comments dated September 13, 2007)

1. Comment: Staff requests that the applicant commit to a full Phase 1 archaeological survey, conducted by a qualified professional, of the entire project area (with the exception of the road corridor previously tested). Staff further requests that the applicant commit to Phase 2 investigation of Sites 44LD0021 and 44LD0110. It is evident from the results of previous testing of these sites, that more intensive investigation is warranted to determine if the sites are eligible for listing in the National Register of Historic Places.

Response: The Applicant would like to note that VDOT had prepared a Phase I survey in 2006 which analyzed Sites 44LD0021 and 44LD0110. The Phase I survey is included with this submission. The SPEX Plat has been revised to illustrate Sites 44LD0021 and 44LD0110 per VDOT's Phase I survey. The Applicant does not anticipate impacting Sites 44LD0021 and 44LD0110 with any site development on the Property. In the event Sites 44LD0021 and 44LD0110 (reflected on Sheet 3) are impacted by any land development disturbance activities, the Applicant will proceed with a Phase II investigation prior to development. The revised development conditions reflect this commitment (see Condition No. 22).

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Department of Building and Development – ERT (comments dated September 13, 2007)

Regarding streams and buffers

1. Comment: Depict the River and Stream Corridor 50-foot Management Buffer surrounding the major floodplain and adjacent steep slopes (slopes greater than 25 percent, starting within 50 of the floodplain, extending no farther than 100 feet beyond the floodplain), or the 100-foot Stream Buffer measured from the channel scar line, whichever is greater (referred to hereafter as River and Stream Corridor Buffer), on sheets 2 and 3 [Revised General Plan (RGP), Page 5-6, River and Stream Corridor Resources Policies].

Response: The Applicant has depicted a 25-foot buffer along the floodplain and steep slope areas in Land Bays 1, 2, 4, 5, and 6. With regards to Land Bay 3, to accommodate site development and stormwater management facilities, the Applicant has depicted a variable buffer that will average a 25-foot wide setback along the edge of the floodplain. Additionally, tree conservation areas have been depicted within the buffer to preserve existing vegetation in all land bays. The Applicant believes the buffer in addition to the tree conservations areas will preserve the riparian corridor.

2. Comment: Consistent with River and Stream Corridor Policy 18 (RGP, Page 5-10), please depict proposed landbay limits outside of the River and Stream Corridor Buffer.

Response: The Applicant does not intend to construct any improvements within 25 feet of the environmentally sensitive areas on the Property. Tree conservation areas, where feasible, have been identified within the buffer to preserve existing vegetation surrounding the environmentally sensitive areas. The development conditions limit the development of buildings and parking within the buffer to assist in the mitigation of environmental impacts. Further, the proposed conditions note that all land within the 100-year floodplain will be placed within a conservation easement (see Condition No. 15).

Regarding steep slopes

3. Comment: Steep slopes as currently depicted on sheets 2 and 3 are based on the Loudoun County Geographic Information System (LOGIS) soils layer. To demonstrate compliance with the Steep Slope and Moderately Steep Slope Policies of the RGP (Page 5-26), please depict moderately steep slopes (15 to 25 percent) and very steep slopes (greater than 25 percent) on sheets 2 and 3, based on the 2-foot topography (i.e. topographical analysis). Also, for clarity, please indicate on the plan that the steep slope designations are based on 2-foot topography. Note that the River and Stream Corridor Buffer, as described in Comment 1 above, should also be identified based on steep slopes derived from the 2-foot topography.

Response: The Applicant has revised Sheets 2 and 3 of the SPEX Plat to depict moderately steep slopes and very steep slopes based on GIS information from Loudoun County. The SPEX Plat also depicts a 25-foot wide buffer from the edge of the moderately steep slopes and very steep slopes. The Applicant does not anticipate to impact the buffer or encroach the steep

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slopes areas with structures or related facilities.

Regarding wetlands

4. *Comment: Note 8 on Sheet 1 references a wetland field survey. Please depict jurisdictional waters and wetlands in plan view. Also, please clarify whether a jurisdictional determination has been issued by the U.S. Army Corps of Engineers by providing a source note similar to the following: "Regulated waters and wetlands shown are based on a wetland delineation conducted by insert consultant name and confirmed by Corps Jurisdictional Determination # insert Corps project number, dated insert date".*

Response: The Applicant has revised the SPEX Plat to depict the Army Corps of Engineers Jurisdictional Determination for wetlands on the Property. Note 8 on Sheet 1 of the SPEX Plat has been revised to reference the Jurisdictional Determination number, date, and consultant information.

5. *Comment: Staff recommends utilizing a spanned crossing for proposed Pacific Boulevard over the major floodplain of Cabin Branch. Sheet 3 currently identifies four culverts to accommodate the crossing. In the area of the proposed crossing, the topography adjacent to Cabin Branch drops approximately 25 to 30 feet. A culvert type crossing will likely result in a substantial amount of fill being placed in the floodplain to achieve suitable grade, which will result in impacts to the riparian system, including disturbance of existing vegetation and wildlife corridors. This approach runs counter to green infrastructure policies, which emphasize the preservation of uninterrupted corridors along stream channels that drain greater than 100 acres, as described in the River and Stream Corridor Resources section of Natural Resource Assets in Chapter 5 of the RGP.*

Response: The Applicant respectfully points out that VDOT will be constructing Pacific Boulevard. For Staff's knowledge, VDOT's roadway plans show a bridge crossing over the Cabin Branch major floodplain. The bridge crossing will have minimal impact to the riparian system and stream channels within the Property.

6. *Comment: The tributary south of Cabin Branch that drains directly to Broad Run is likely a jurisdictional stream. Sheet 3 currently identifies the limits for land bays 4 and 5 corresponding with the stream. Staff recommends that the land bays be pulled back a minimum of 50 feet to allow for a riparian buffer adjacent to the stream. Furthermore, during a site visit on September 12, 2007, staff noted that although the existing vegetation along the stream is functioning as a riparian corridor, the vegetation is dominated by invasive plant material, such as Russian olive (*Elaeagnus angustifolia*) and Tree-of-Heaven (*Ailanthus altissima*). Staff recommends that the applicant consider enhancing this corridor by removing invasive species and replanting the buffer with native vegetation.*

Response: The SPEX Plat has been revised to show a 25-foot wide open space management/landscape buffer. At time of site plan approval for development within each respective land bay, the Applicant will work with the County Arborist in clearing the buffer of

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invasive species. The Applicant will replant the buffer with native species to the greatest extent feasible.

Regarding water resources

7. Comment: The applicant proposed to remove Condition 11 for SPEX-1991-0033, which required a conceptual stormwater management (SWM)/best management practice (BMP) plan to be part of the submission of construction plans and profiles. No SWM/BMP facilities are currently depicted on the plan. To demonstrate that the project will comply with the Surface Water Policies of the RGP (Page 5-17), please provide a conceptual SWM/BMP plan at this time, identifying the type(s) and locations of SWM/BMP facilities.

Response: The Applicant has revised the SPEX Plat to illustrate stormwater management ponds associated with VDOT's roadway plans for Pacific Boulevard (see Condition No. 17). The Applicant has included a condition of approval to provide additional SWM/BMP facilities at time of site plan approval within each land bay.

8. Comment: To enhance water quality, staff supports augmenting the SWM/BMP approach with low impact development (LID) BMPs. As such, staff recommends a condition of approval stating that the applicant shall implement LID at the property and shall work with the County to implement those measures deemed likely to be effective, based on constraints of the property. The condition should also state that the LID measures, if applicable, will be designed and implemented in accordance with the adopted provisions of the Facilities Standards Manual (FSM).

Response: The Applicant has revised the conditions to include LID techniques at time of site plan approval. The Applicant will work with County staff at time of site plan approval to determine which LID techniques may be feasible for the Property.

Regarding tree cover

9. Comment: To better evaluate tree preservation potential, staff recommends that tree cover type and specimen tree information be provided with this application. Specifically, full descriptions, including species composition, size class, age, density, regeneration, and presence of insects and disease/health and vigor, for each cover type on the property; and the common and scientific names, size, and condition rating for all individual trees with a diameter at breast height of 30 inches or greater.

Response: A tree stand evaluation is being prepared and will be provided to staff once it is completed. Any specimen trees identified within the open space buffer, floodplain, and along the W&OD Trail will be preserved as tree conservation areas.

10. Comment: Consistent with the Forest, Trees, and Vegetation policies of the RGP, staff recommends preserving forest cover as part of this application, especially in the River and Stream Corridor Buffer associated with Broad Run and Cabin Branch. As stated on Page 5-32

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of the RGP, "riparian forests along streams provide the greatest single protection of water quality by filtering pollutants from stormwater runoff, decreasing stream bank erosion, and maintaining the physical, chemical, and biological condition of the stream environment". Staff recommends identifying tree save areas on the special exception plat.

Response: The Applicant has identified tree conservation areas on the SPEX Plat.

11. Comment: Staff supports preserving the existing linear vegetation adjacent to the W&OD Trail to provided screening and separation of the uses. Staff recommends removing undesirable species and enhancing the buffer with plantings in areas were existing desirable vegetation is minimal.

Response: The SPEX Plat has been revised to depict a 50-foot wide parking setback. Invasive or undesirable species will be replanted with native species within the setback at time of development in the land bays adjacent to the W&OD Trail.

Other

12. Comment: No information regarding archeological resources has been provided with this application. Staff defers to the Preservation Planner in the Department of Planning regarding the need for archeological studies.

Response: The Applicant would respectfully like to point out that a Phase I.A survey was initially submitted with the applications. Further, the Applicant would like to note that VDOT had prepared a Phase I survey in 2006 which analyzed Sites 44LD0021 and 44LD0110. The Phase I survey is included with this submission. The SPEX Plat has been revised to illustrate Sites 44LD0021 and 44LD0110 per VDOT's Phase I survey. The Applicant does not anticipate impacting Sites 44LD0021 and 44LD0110 with any site development on the Property. In the event Sites 44LD0021 and 44LD0110 (reflected on Sheet 3) are impacted by any land development disturbance activities, the Applicant will proceed with a Phase II investigation prior to development. The revised development conditions reflect this commitment (Please see Condition No. 22).

13. Comment: Staff recommends a condition of approval requiring Green Building Practices endorsed by the United States Green Building Council's Leadership in Energy and Environmental Design (LEED) program to be incorporated into the development of the property, similar to the following:

"The owner shall employ development attributes of the United States Green Building Council's Leadership in Energy and Environmental Design ("LEED") program into the planning of all office buildings on the Property. Those elements may include, but shall not be limited to, sustainable site design, water efficiency, energy management, materials and resource reuse, and/or interior environmental quality. The following alternative transportation-related elements will be included throughout the property: bicycle parking areas and shower facilities for employees in all office buildings; and the

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siting of all office buildings within one-quarter mile of a bus or shuttle stop. While this condition shall not be construed as a requirement to obtain a certain level of LEED certification, all office design and construction will incorporate all of the "prerequisites" of LEED for New Buildings version 2.2, or LEED for Core and Shell version 2.0, or updated versions. Further, all office buildings will be designed to achieve specific LEED goals, including a minimum reduction in water use of 20 percent; a minimum cost energy savings of 10.5 percent; and a minimum construction waste diversion from sanitary landfills or incinerators of 50 percent. A third party will complete a LEED-specified commissioning process for all office buildings that will optimize the interrelated functions of energy conservation, water use, and indoor air quality."

The referenced condition is consistent with the General Water Policies supporting long-term water conservation (Policy 1, Page 2-20), the Solid Waste Management Policies supporting waste reduction, reuse, and recycling (Policy 2, Page 2-23), and the Air Quality Policies supporting the creation of pedestrian and bicycle facilities (Policy 1, Page 5-41). Furthermore, the County encourages project designs that ensure long-term sustainability, as discussed in the Suburban Policy Area, Land Use and Pattern Design text (Page 6-2).

Response: The Applicant has referenced sustainable design goals and standards for office buildings on the Property within the design guidelines and standards. The design guidelines and standards are included with this submission.

14. Comment: Several open areas exist within the major floodplain on the subject property. Staff strongly recommends that these areas be considered for wetland mitigation and/or reforestation. This approach is consistent with the County's strategy is to protect its existing green infrastructure elements and to recapture elements where possible [RGP, Page 6-8, Green Infrastructure Text].

Response: The Applicant is willing to work with Staff at time of site plan to determine the appropriateness of improving the existing open space areas for wetland mitigation and/or for reforestation.

15. Comment: Due to the proximity of the proposed development to Route 28 (Sully Road) and Pacific Boulevard, planned principal arterial and major collector roads, respectively, staff requests information describing how the proposed project will comply with the Noise Policies identified in Chapter 4 of the Revised Countywide Transportation Plan.

Response: The Applicant will construct the exterior façade of the non-commercial uses with a material able to achieve a 45 dBA level to effectively mitigate noise associated with Route 28 and/or Pacific Boulevard.

16. Comment: To reduce vehicular traffic/demand on roadways and to encourage pedestrian and bicycle activities as commuting alternatives, staff recommends providing a 10-foot multi-use trail on one side of Pacific Boulevard with a trail connection to the W&OD Trail. Likewise and

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as stated above, staff supports including bicycle parking and shower facilities for employees in all office buildings as part of this application.

Response: Acknowledged; however, the Applicant would like to note that VDOT intends to construct a 10-foot wide shared-use trail on the west side of Pacific Boulevard as part of its roadway plans. The Applicant has addressed the issue of providing bicycle parking and related facilities within the design guidelines and standards.

17. Comment: The County is embarking on a project to map and inventory wetlands located within Loudoun County. We are requesting that the development community contribute digital data to this effort. Specifically, the Corps-approved wetland delineation (jurisdictional waters and wetlands), including the delineation of the respective study limits. Loudoun County's GIS uses ESRI software and can import .DXF data. Our coordinate system is Virginia State Plane. Datum NAD 83 data is preferable, if available. Metadata on the digital data (e.g., map scale, age, etc.) is also helpful. If this data cannot be provided prior to approval of the application, staff recommends that a condition of approval be provided indicating that this data will be submitted to the County prior to site plan approval.

Response: The Applicant will provide digital data of U.S. Army Corps of Engineer approved wetland delineations on the Property to the County prior to approval of the first site plan or first record subdivision associated with this development. The development conditions have been revised to reflect this commitment (see Condition No. 21).

Department of Environmental Health (comments dated August 27, 2007)

1. Comment: The Health Department recommends approval of this application.

Response: The Applicant is appreciative of staff's support for this application.

Department of Planning – Community Planning (comments dated October 2, 2007)

Analysis

1. Comment: Staff recommends the applicant provide a land use chart on the CDP specifying the percentage of each type of land use and designate from 70 to 85 percent of the developable land use area as Regional Office.

Response: The Applicant has revised the SPEX Plat to include a land use chart. The land use chart identifies that a minimum of 70 percent of the developable land will be for office uses.

Commercial Retail & Services

2. Comment: Staff is supportive of the incorporation of retail into the development provided that these retail uses are employment supportive. Staff recommends that retail uses be limited to 5 percent, incorporated into the office buildings, and developed on a pro-rata basis in proportion

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to the non-residential development as construction occurs. Staff also recommends the proposed hotel be a full-service hotel. Staff recommends the applicant specify the types of commercial retail and services proposed and their phasing and describe how these will be supportive of the primary office uses. Staff also recommends that the applicant complete a retail study for the proposed uses to demonstrate the need and viability of those uses.

Response: The Applicant has committed approximately 9.86 acres (inclusive of retail in office buildings) to commercial retail and services land uses. The Revised General Plan permits up to 10 percent of the land area for commercial retail and service uses. The 9.86 acres equates to approximately 8% of the developable land area. The proposal for ancillary commercial and service uses is consistent with the Revised General Plan's policies, thereby the Applicant does not believe a retail study is necessary for the Property. The flexibility of the Applicant's proposal promotes the General Plan's policies of diversifying the local economy so it is not over-dependent on one particular form of commerce to strengthen the fiscal health of Loudoun County. Lastly, the revised development conditions allow for the development of a full-service hotel on the Property if the market demands (see Condition No. 2).

Public & Civic Uses

3. Comment: Staff recommends the applicant provide at least 5 percent of the total land area, or 7.53 acres, as public and civic uses. The size, location and phasing of all public and civic uses should be clearly identified on the CDP and quantified in a land use mix chart.

Response: The Applicant respectfully points out that the W&OD Trail is adjacent to the Property (within a 1500 foot walking distance from the furthest land bay). The illustrative master plan and SPEX Plat depict areas dedicated to civic plazas, civic green spaces, and approximately 1.25 miles of running trails with associated "work-out" stations throughout the Property. The Applicant has committed 6 acres (5 percent of the developable land area) for civic uses and believes the amenities in addition to the W&OD Trail will provide the appropriate amount of recreational and leisure needs for retail patrons and employees.

Open Space

4. Comment: Staff recommends that an additional 7.53 acres of usable interior parks and open space be identified on the CDP and quantified in the conditions of approval to meet the recommended amount envisioned by the Revised General Plan for Keynote Employment Centers. Staff recommends open spaces that can be utilized by the expected employees of the site. The placement of the open spaces should consider the issues listed below, including water quality and water quantity control measures.

Response: The SPEX Plat depicts tree conservation areas and open space management/landscape buffers adjacent to environmentally sensitive areas. Approximately 50 acres of floodplain will be placed within conservation easements. The Applicant will provide trails that will interplay with the buffers and environmental sensitive areas. Further, the

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Applicant has committed 9 acres of the Property toward green spaces and pocket parks throughout the Property. This commits 8 percent of the developable land to open space.

Stream Corridors

5. Comment: Staff recommends the application be revised so that 50-foot buffers from floodplains, intermittent streams, and steep slopes, or 100 feet from scar lines, whichever is greater, are depicted on the CDP. The applicant should ensure that no development activities take place in the buffers and that there are no losses to wetlands or intermittent streams. The conditions of approval should list allowable uses within the stream corridors, to include management buffers. These uses should be limited to activities that will support and enhance the biological integrity and health of the corridors.

Response: The SPEX Plat has been revised to demonstrate a 25-foot wide buffer from the edge of the floodplain. The revised development conditions also identify uses to be prohibited within the 25-foot management buffer to preserve the river and stream corridor. The Applicant would like to note that no improvements such as buildings or parking will be located within the 25-foot management buffer. The 25-foot wide buffer provides an additional 6.5 acres of protection not required by the County or Army Corps of Engineers.

Additionally, the Applicant will place 37 +/- acres of floodplain within a conservation easement (See Condition No. 15). The Applicant is also providing 6 acres of civic green space and 9 acres of active open space throughout the Property to assist in the mitigation of impacts. Therefore, the Applicant believes the 58.5 acres of open space will mitigate impacts on water resources and protect wildlife habitat.

6. Comment: Staff also recommends that surface water features, including an unnamed tributary of Broad Run, an unnamed tributary of Cabin Branch, Cabin Branch, and the small surface stream that flows parallel to the W&OD Trail, be spanned rather than placed in underground pipes. Special attention should be given to the integrity of stream bottoms.

Response: The Applicant respectfully points out that outside of VDOT intersections and crossings for Pacific Boulevard, majority of the surface water features will remain open and undisturbed. The illustrative master plan shows road crossings, buildings, and parking areas as it relates to the de minimus impacts on surface water features within the Property.

Wetlands

7. Comment: Staff recommends the applicant submit a wetlands inventory and that wetlands be incorporated into the design of the project so that wetland areas are enhanced, preserved, and integrated into the development as open space amenities. For any impacts, compensatory mitigation (restoration, creation, enhancement, and preservation) could replace the loss of wetland functions in the watershed to meet the County's policy of no net loss to the existing acreage and functions of wetlands. Greater detail is needed to assess the level of avoidance

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and minimization of adverse impacts to wetlands, or, if not practicable, the applicant's proposal for compensatory mitigation, including the use of mitigation bank credits.

Response: The SPEX Plat has been revised to depict the Army Corps of Engineers Jurisdictional Determination for wetlands on the Property. The Applicant will provide mitigation as recommended by the Army Corps of Engineers if the development exceeds the threshold for avoidance and minimization of adverse impacts to wetlands at time of site plan.

Steep & Moderately Steep Slopes

8. Comment: Staff recommends the applicant recalculate steep slopes based on contour lines, rather than soil mapping units, revise the application to include these areas of steep and moderately steep slopes on the CDP, and submit a design that respects the integrity of these areas. If the applicant intends to intrude into any moderately steep areas, the applicant should explain what special performance standards or treatments are proposed for that area.

Response: The Applicant has revised Sheets 2 and 3 of the SPEX Plat to depict moderately steep slopes and very steep slopes based on GIS information from Loudoun County. A 25-foot wide buffer is shown on the SPEX Plat along the edge of moderately steep slopes and very steep slopes. The Applicant does not anticipate impacting steep slopes with any development on the Property.

Forest Resources

9. Comment: Staff recommends the applicant submit an inventory of forest resources and wildlife habitats and a conservation plan for these resources. The applicant should consult with the County Forester regarding the conservation plan and provide details regarding species types, stocking densities, and tree conditions. Depending on their condition, the applicant should consider integrating these trees into the development as part of Tree Conservation Areas.

Response: A tree stand evaluation is being prepared and will be provided to staff once it is completed. Any specimen trees identified within the open space buffer, floodplain, and along the W&OD Trail will be preserved as tree conservation areas.

10. Comment: Staff also recommends replacement of impacted tree resources on-site. The applicant should confer with the County Forester regarding the details of such mitigation, to include location, site preparation, species type, stocking density, and removal of invasives.

Response: The Applicant has depicted tree conservation areas and buffers along the floodplain and adjacent to steep slope areas. The Applicant's conditions further require the replanting of vegetation if impacted by clearing and grading of the site or for the removal of invasive species.

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Historic Resources

11. Comment: As a condition of approval, staff recommends the applicant submit an archeological investigation of the site and incorporate archeological and historic resources into the design of the project so these areas and their historic context are enhanced and preserved.

Response: The Applicant would like to note that VDOT had prepared a Phase I survey in 2006 which analyzed Sites 44LD0021 and 44LD0110. The Phase I survey is included with this submission. The SPEX Plat has been revised to illustrate Sites 44LD0021 and 44LD0110 per VDOT's Phase I survey. The Applicant does not anticipate impacting Sites 44LD0021 and 44LD0110 with any site development on the Property. In the event Sites 44LD0021 and 44LD0110 (reflected on Sheet 3) are impacted by any land development disturbance activities, the Applicant will proceed with a Phase II investigation prior to development. The revised development conditions reflect this commitment (see Condition No. 22).

Plant and Wildlife Habitats

12. Comment: As a condition of approval, staff recommends the applicant submit a species assessment of the site and incorporate natural heritage resources into the design of the project so these areas and their context are enhanced and preserved.

Response: An endangered habitat evaluation is being prepared and will be provided to staff once it is completed.

Streets, Building Placement, Building Form, and Parking

13. Comment: Staff recommends the application be revised to include the location of buildings, including hotels, parking, sidewalks, crosswalks, parking, and landscape treatments so that the application can be evaluated against County policies. The applicant should also provide illustratives of the intended high-quality architectural features, describe the materials to be used, and describe how enhanced landscape features and materials will be integrated into the design.

Response: An illustrative master plan has been prepared to show buildings, parking, travel aisles, and pedestrian facilities. The Applicant has also prepared design guidelines and standards to demonstrate the high-quality architectural features in regards to landscaping and buffering, building form, lighting, and materials. The illustrative master plan and design guidelines/standards are included with this submission. The revised development conditions indicate a commitment to the design guidelines and standards (see Condition No. 25).

14. Comment: Staff recommends that parking be placed behind buildings in conformance with Plan policies. If parking structures are used, they should exhibit a high architectural quality and be placed behind the buildings. The applicant should also consider gateways, walls, or other design elements along street frontages, along with enhanced landscape plantings. Staff also recommends that buildings be positioned to create courtyards or open space features for

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employees. The applicant should consider incorporating wetlands as year-round amenities as part of the open space.

Response: The design guidelines identify techniques that will introduce an attractive landscaping program to mitigate the visual impacts of the parking structures on surrounding uses. The design guidelines also speak to the decorative architecture and materials to demonstrate a consistent design among buildings and parking structures to avoid blank walls and to create an aesthetically pleasing development.

Stormwater Management

15. Comment: Staff recommends that the applicant identify and describe the BMPs and LID facilities to be employed on-site. Staff recommends water treatment measures that mimic the pre-development conditions of the site, mitigate impacts to the watershed, and treat the stormwater runoff as a viable part of the open space system and an amenity for the development. As part of these measures the applicant should consider various site measures, such as green roofs, rain gardens, cisterns, and planted swales, to promote infiltration on-site, minimize peak storm flows, and help filter non-point source pollutants.

Response: The Applicant has revised the SPEX Plat to illustrate stormwater management ponds associated with VDOT's roadway plans for Pacific Boulevard (see Condition No. 17). The Applicant has included a condition of approval to provide additional SWM/BMP facilities at time of site plan approval within the respective land bays. Further, the revised conditions also require LID techniques at time of site plan approval. The Applicant will work with County Staff at time of site plan approval to determine which LID techniques may be feasible for the Property.

Bicycle & Pedestrian Facilities

16. Comment: Staff recommends the applicant depict internal pedestrian and bicycle routes on the CDP and demonstrate safe and adequate pedestrian and bicycle connectivity with the W&OD Trail. Staff recommends that the applicant coordinate with VDOT and ensure that pedestrian and bicycle facilities are provided on both sides of Pacific Boulevard, to include a 10-foot wide shared-use trail on the west side and a 6-foot wide sidewalk on the east side along with vegetated buffers of at least 8 feet between the roadway and these pathways. All bicycle and pedestrian facilities should be in accordance with AASHTO and ADA.

Response: The Applicant would like to note that VDOT intends to construct a 10-foot wide shared-use trail on the west side and a 6-foot wide sidewalk on the east side of Pacific Boulevard as part of its roadway plan. Trails and sidewalks within land bays 1, 2, 3, and 4 will connect into VDOT's trail system for Pacific Boulevard. The design guidelines will discuss the design concepts and materials for the extensive sidewalk and trails envisioned throughout the Property.

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Noise

17. Comment: Using guidance in the both the Revised General Plan and the Countywide Transportation Plan, the applicant should investigate the future noise levels associated with Pacific Boulevard and Route 28 and their impact on the property. If noise levels are forecasted to approach or exceed acceptable levels, mitigation strategies should be explored. Staff recommends the applicant pay particular attention to the proposed hotel.

Response: The Applicant will construct the exterior façade of the hotel and office uses with a material able to achieve a 45 dBA level to mitigate noise impacts associated with Pacific Boulevard and Route 28 (see Conditions No. 2 and 24).

Security & Lighting

18. Comment: Staff recommends that the applicant utilize lighting that is downward directed, is fully shielded, provides a glare free environment, is confined to the site, and has illumination levels that are no greater than necessary for a light's intended purpose. All lighting should be designed to preclude light trespass onto adjoining properties, glare to passersby, skyglow, and deterioration of the nighttime environment. Like other architectural features, the applicant should provide illustratives of the lighting elements and commit to their installation.

Response: The revised conditions of approval require the Applicant to adhere to the lighting standards within the Zoning Ordinance.

Zoning Administration (comments dated October 19, 2007)

1. Comment: The project summary states that the purpose of the Special Exception is to permit 100% office use with auxiliary retail and personal services uses, in addition to one hotel site. Retail is not a permitted use in the PD-IP zoning district. The request for a retail component should be removed from the Statement of Justification (Project Summary, Compliance with Comprehensive Plan and Matters for Consideration) as well as the Conditions of Approval.

Response: The Applicant has removed all references to retail from the Statement of Justification.

2. Comment: The conditions of approval all related to development conditions. Staff questions why there have been no conditions of approval placed upon the individual proposed special exception uses.

Response: The proposed development conditions have been drafted to mitigate the impacts of the office use, which is the principal use on the Property. The Applicant has revised the development conditions to include language regarding the minimum specifications and design details for the hotel and free-standing auxiliary uses.

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3. Comment: Condition 1. should be clarified. All Land Bays are subject to the Development Conditions. Land Bays 3 – 6 have additional conditions that they are subject to. Breaking down condition 1 into two separate and distinct conditions may help with clarification.

Response: Previous Condition 1 has been separated into five separate distinct conditions (See Condition No's 1 through 4, and Condition No. 7).

4. Comment: Condition 1.b. states the applicant shall contribute one eighth of the final cost of constructing the grade separated crossing of Pacific Boulevard and the W&OD right of way as defined in Paragraph 14 of proffers associated with ZMAP-89-21, provided the contribution shall not exceed \$200,000.00 as adjusted by the Construction Cost Index. Staff questions if \$200,000.00 is a true one eighth of the final cost based on current costs. Staff defers to Office of Transportation Services.

Response: The Applicant has revised Condition 1.b (now Condition 7.c) to reflect a contribution of \$343,980.

5. Comment: Condition 1.d. should be updated to state the applicant "shall" instead of the applicant "may" dedicate right of way and provide necessary road improvements. Further, the condition states internal roads to be public roads at the applicant's option. Section 511 of the 1972 Loudoun County Zoning Ordinance states that structures requiring a building permit must be erected upon lots which has frontage on a Class I, Class II or Class III road. Access to any individual lots created within land bays must have frontage on a public road.

Response: The SPEX Plat depicts the appropriate minimum street frontage requirement necessary for each land bay to satisfy the Zoning Ordinance. The Applicant will comply with the Ordinance requirements if the land bays are subdivided subsequent to the approval of these applications.

6. Comment: Condition 1.e. states the applicant shall provide traffic signal warrant analysis in connection with the issuance of zoning permits cumulatively representing 75 percent of the total gross square footage permitted on the property. Staff requests this warrant analysis be submitted in conjunction with the site plan application cumulatively representing 75 percent of the total gross square footage permitted on the property.

Response: The Applicant has revised the condition of approval as requested by staff (see Condition No. 7.e).

7. Comment: Condition 1.f. needs to be clarified and what the applicant is offering. It would appear that the applicant is to provide warrant studies at two separate points. Please provide a more clear and concise trigger as to when this condition will need to be met.

Response: Condition 1.f (see Condition No. 7.f) has been revised to clarify that the Applicant shall provide an initial traffic signal warrant analysis at 50 percent of the total gross square

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footage and a second warrant analysis at 91 percent of the total gross square footage for office uses on the Property.

8. Comment: Condition 2. states the applicant intends to abandon the Route 28 access from Steeplechase Drive. The Phasing section of the Statement of Justification states that "no part of the Property will be accessed via Steeplechase Drive, even on an interim basis". The abandonment of this access should be done in conjunction with the Special Exception application and not as a condition of approval. The existing conditions sheet should show the curb cut for Steeplechase while the Special Exception plat should show the development without the Steeplechase access.

Response: The Applicant would like to clarify that access to the Property via Steeplechase Drive is under the control of VDOT. Language (see Condition No. 9) has been included requiring the Applicant to abandon access once VDOT determines (i) that the existing Severn Way/Route 28 and Steeplechase Drive/Route 28 intersections present a traffic issue and (ii) that the Property is connected with Route 28 via Pacific Boulevard.

9. Comment: Condition 7. references the Paragon Park Design Guidelines and Standards. Staff requests to review these proposed guidelines with the applicant's next submission. In addition, the condition states the applicant shall establish an Architectural Review Board. A clear trigger as to when this will be done needs to be included, preferably at the time of first site plan submission.

Response: Design guidelines and an illustrative master plan to show the locations of buildings, parking, and pedestrian facilities on the Property has been prepared and are included with this submission.

10. Comment: Condition 8. references the network of trails within each Land Bay and between adjacent Land Bays to the extent feasible. Provide additional requirement to this condition that the trails will be shown in conjunction with the site plan for the Land Bays.

Response: The Applicant has revised the condition as requested by staff.

11. Comment: All subsections of Condition 9 refer to "gross land area". As the areas dedicated to floodplain and roads are not to be included, this should be clarified to state all "buildable gross land area".

Response: The Applicant has revised the condition as requested by staff (see Condition No. 5).

12. Comment: Condition 9.b. states no more than 20 percent of the gross land area of the property may be used for industrial uses. As the 1972 Loudoun County Zoning Ordinance does not list "Industrial" as a use, please be more specific as to these proposed uses.

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Response: Condition 9.b (now Condition No. 5.b) has been revised to specifically list "warehouse" instead of "industrial".

13. Comment: Condition 9.c. states that at least 10 percent of the gross land area of the property must remain open space with 50 percent of the area counting toward open space coming from preserved floodplain areas. Section 722.5 of the 1972 Loudoun County Zoning Ordinance states that the open space minimum shall not be less than .20 times the buildable area of the lot. Floodplain does not count toward buildable area. Please revise this Condition to be in conformance with Section 722.5.

Response: The Applicant has revised the condition (now Condition No. 5.c) to state that open space shall be at least a minimum of 20 percent of the gross land area.

14. Comment: Condition 9.d. will need to be updated to remove "retail" as this use is not permitted in the PD-IP zoning district. In addition, the Condition is limiting the auxiliary uses to Personal Service Establishments only. With the available buildable gross floor area, this would permit up to 200,000 square feet of personal service establishments. Staff questions if the intent of the applicant is to also provide any of the other auxiliary uses permitted by Special Exception (restaurants (excluding drive-in eating establishments), banks and financial institutions, automobile service stations).

Response: The Applicant has removed the reference to retail within Condition 9.d. (now Condition No. 5.d). Language within the development conditions has been included to list the proposed auxiliary uses the Applicant intends to construct on the Property.

I hope this addresses the various issues raised by staff. Please contact me if you have any additional questions or need any additional information.

Sincerely,



Antonio J. Calabrese

cc: Gregory Stassinopoulos, Eugenia Investments, Inc.
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June 9, 2008

Mr. Marchant Schneider
Loudoun County Department of Planning
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Leesburg, VA 20177

RE: SPEX 2007-0025, ParagonPark Office
SPEX 2007-0034, ParagonPark Hotel
SPEX 2008-0008, ParagonPark Bank
SPEX 2008-0009, ParagonPark Automobile Service Station
Response to Second Referral Comments

Dear Marchant:

Please find the enclosed response to Staff/agency second referral comments associated with the above referenced special exception applications. As referenced in the response letter, we have also enclosed revised copies of the SPEX Plat, Statement of Justification and proposed Development Conditions.

In response to comments received from Zoning Staff concerning the proposed warehouse uses, the Applicant hereby requests an additional special exception reference number for that use (as provided under Section 722.3.2 of the 1972 Zoning Ordinance). In further response to Zoning Staff's comments, the Applicant agrees that the proposed bank, personal service, automobile service station and restaurant uses could be considered auxiliary uses under one special exception reference number. The Applicant looks forward to receiving Staff's confirmation of the special exception reference numbers associated with this application.

Should you have any questions, or wish to discuss the above, please do not hesitate to contact me.

Antonio Calabrese (BW)

Sincerely,
Antonio J. Calabrese

cc: Gregory Stassinopoulos, Eugenia Investments, Inc.
Panos J. Kanes, Esq., Eugenia Investments, Inc.
Jack Lewis, Commercial Property Associates
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June 9, 2008

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Planner
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RE: SPEX 2007-0025, ParagonPark Office
SPEX 2007-0034, ParagonPark Hotel
SPEX 2008-0008, ParagonPark Bank
SPEX 2008-0009, ParagonPark Automobile Service Station
Response to Second Referral Comments

Dear Marchant:

This letter constitutes our response to the Staff and Agency second review comments that we have received to date regarding the above-referenced rezoning application. The staff/agency comments are addressed below. Each agency's comments are summarized (noted in italics) and followed by our responses.

Virginia Department of Transportation (comments dated February 8, 2008)

1. Comment: The contribution for the W&OD bridge crossing should be updated or at least list the current value of the previous proffer and condition. This contribution should be provided immediately to the County if the SPEX is approved.

Response: Comment acknowledged. As shown in Condition 11.c., the contribution towards the W&OD bridge crossing has been increased to \$343,980. This figure represents the current actual value of the approved commitment.

In terms of the timing of contribution, the Applicant believes that it would be premature for this contribution to be made on approval of the SPEX application and before any construction. As set out in Condition 11.c., the Applicant proposes that said contribution is made in conjunction with approval of the first occupancy permit for the Property. The Applicant has met with the project coordinator for the Pacific Boulevard project and has discussed timing of this contribution.

2. Comment: Only one full access entrance/median crossing will be permitted. Right in right out access in addition to the one crossing are acceptable. The necessary storage for turning vehicles must be accommodated and the spacing will be required to meet the current standard in effect at the time this development is constructed.

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Response: Two full access crossings were envisioned in SPEX 1991-0033. In fact, the Applicant has worked closely with the VDOT design process and its engineers have participated in the 2006 value engineering study for the project. The Applicant continues to work with the project coordinator for the Pacific Boulevard public project and the County with regards to finalizing the design for the roadway. The Applicant will revise the SPEX Plat accordingly as the design for Pacific Boulevard is refined.

3. Comment: None of the previous proffers and conditions for the applicant to construct Pacific Boulevard should be released. If not constructed, the actual value of the construction should be provided. The applicant clearly understands the public is constructing Pacific Boulevard and the benefit it provides to the site. Since the development levels were approved on this site with specific contributions and requirements, this office does not support releasing any of the previous financial commitments related to previously receiving increased density on the site.

The response to the County comment #5 on page six of the response is completely off base with regards to the benefit the applicant's property will receive from a public project to construct Pacific Boulevard. The right of way would have been required in any case and does not provide any added value to the site because the right of way is necessary in order to develop the site to the density the applicant is seeking or has been previously approved to build. The logic of the right of way for Pacific Boulevard having full developable land value is flawed because the site needs adequate access in order to be developed. Additionally, the applicant would be required to dedicate this right of way in any type of development of the site. This office fully supports the County's calculated figure of contribution to offset the public project expense related to constructing access through the site. If the applicant does not agree to this level of contribution, this office does not support this application.

Response: The Applicant has recently issued a comment response letter to VDOT, which addressed a number of issues relevant to the above comment. The letter, dated March 13, 2008 and is enclosed as Exhibit A.

4. Comment: The drainage easements for the SWM facilities should be indicated as being provided by the applicant.

Response: Please see Condition 11.b., which has been revised to confirm that drainage easements will be granted by the Applicant.

5. Comment: Fee right of way should be provided around the bridge crossing area on Pacific Boulevard.

Response: Please see Condition 11.a. of the proposed Development Conditions, which confirms that all necessary right-of-way for the construction of Pacific Boulevard will be dedicated by the Applicant at no cost to VDOT.

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6. Comment: A traffic impact study indicating the storage lengths for the turn lanes should be provided. Additionally, this site will be required to submit studies under the 527 program when the site plans are submitted. This requirement could significantly delay any VDOT approvals or permits if it is not addressed early on in the site plan development process. This should include any banquet facilities a possible hotel on the site might contribute to the traffic impacts.

Response: Comment acknowledged. The Applicant will submit a 527 traffic impact assessment in accordance with VDOT regulations. Further, a separate design justification will be submitted to VDOT and the County to discussing turn lanes shown in the SPEX Plat. However, it is important to note that this design does achieve storage requirements for the site-build-out or deceleration based on the design speed at 40 mph as required by VDOT or the County.

7. Comment: Coordination of this site development with the public project will be required once the site development begins.

Response: The Applicant is currently working with VDOT's project coordinator and the County to coordinate the development of the Property with the public project. Further, the Applicant does not anticipate any site development until such time as Pacific Boulevard has been constructed through the Property.

Northern Virginia Regional Park Authority (comments dated February 8, 2008)

Comment: The Illustrative Details on sheet 5 show a trailside plaza and trail user parking, which is proposed as replacement parking for the W&OD Trail's Route 28 lot. The Park Authority does not support the replacement parking as shown since it is not comparable to the existing lot at Route 28. Instead of direct roadway access, the route to the proposed parking lot would be circuitous and via a large office parking lot.

Response: Please see Sheet 5 of the revised SPEX Plat, which shows the revised design of the proposed W&OD trail parking lot. Sheet 5 shows that the facility would be served by an access drive connection to Pacific Boulevard. A permanent access easement would be granted to NVRPA for this access. The Applicant has had numerous meetings with NVRPA to discuss this application and looks forward to continuing those discussions.

Comment: The plan shows only 62 spaces, which does not replace the 70 existing spaces at Route 28 or the existing spaces at Route 28 or the existing horse trailer parking.

Response: Comment acknowledged. The proposed parking facility has been redesigned to provide 66 parking spaces and parking spaces for 3 horse trailers.

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Environmental Review Team (comments dated February 28, 2008)

1. Comment: The current layout does not meet the River Stream Corridor Policies in Chapter 5 of the Revised General Plan (RGP). Depict the full River and Stream Corridor Buffer on sheet 2 and 3, as specified in staff's previous comments and on Page 5-6 on the RGP. In addition, depict the proposed land bay limits outside of the buffer, consistent with Policy 18 on Page 5-10.

Response: No such buffer is required by the Zoning Ordinance. Further, the Property is planned for a Keynote Employment use and is located within the Route 28 tax district. For the Property to be developed as planned, it is not possible to provide 50-foot river and stream corridor buffers throughout the Property. However, the Applicant appreciates the importance of protecting and preserving river and stream corridors and has revised the SPEX Plat to show a 25-foot Open Space and Landscape buffer. A commitment to the provision of this buffer is also included in proposed Condition 26.a.

As set out in proposed Condition 26.a., should any buffer be impacted by clearing and grading activities, the buffer will be replanted with native species.

2. Comment: Although the applicant's responses refer to a 25-foot open space/management buffer adjacent to the southern jurisdictional stream, Sheet 3 still identifies the shared limits for land bays 4 and 5 corresponding with the stream. To ensure protection of this jurisdictional feature during grading/construction activities, consistent with River and Stream Corridor Policy 11 on Page 5-9 of the RGP, staff recommends that the land bays be pulled back a minimum of 50 feet to allow for a riparian buffer adjacent to the stream. Staff continues to recommend that the applicant enhance this corridor by removing invasive species and replanting the buffer with native vegetation (see reforestation comment). In addition, sheets 5 and 6 identify a potential BMP facility located on-line with the stream. Consistent with U.S. Army Corps of Engineers (Corps) guidance and avoidance and minimization requirements, please revise the facility so that it is located off-line.

Response: The SPEX plat has been revised to depict the Landscape and Open Space buffer adjacent to the southern jurisdictional stream. Proposed Condition 26.a. requires that if the buffer is impacted by clearing and grading activities during development, it will be replanted with native species. Further, proposed Condition 26.a. confirms that where necessary, invasive species will be removed and the buffer will be replanted with native species.

The SWM pond initially proposed between Land Bays 4 and 5 and within an area of wetland has been removed. The facility has been replaced with a number of smaller BMPs, which are shown on Sheet 3 of the SPEX Plat.

3. Comment: Staff emphasizes the importance of mitigating wetland and stream impacts close to the impact area to help maintain water quality and flood protection functions, as well as habitat. Staff recommends consideration of a wetland mitigation bank. Whether or not a bank is pursued, staff recommends a condition of approval stating that any required mitigation for wetland and stream impacts determined to be unavoidable in conjunction with the permitting

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process, the applicant shall prioritize mitigation as follows: 1) onsite, 2) within the Broad Run Watershed within the same Planning Policy Area, 3) within the Broad Run Watershed outside the Planning Policy Area, and 4) Loudoun County, subject to approval by the U.S. Army Corps Of Engineers (Corps) and the Virginia Department of Environmental Quality (DEQ). This approach is consistent with Policy 23 on Page 5-11 of the RGP which states that "the County will support the federal goal of net loss to wetlands in the County." Furthermore, the County's strategy is to protect its existing green infrastructure elements and to recapture elements where possible [RGP, Page 6-8, Green Infrastructure Text].

Response: Comment acknowledged. Please see Condition 35. of the revised proposed Development Conditions.

4. Comment: Sheet 3 identifies a "VDOT Pond" located partially within the limits of major floodplain. Please note that per 1972 Zoning Ordinance Section 740.6.1.d, stormwater management (SWM) improvements are only permitted when associated with uses permitted by right or by special exception in the Floodplain Overlay District. Therefore, the pond may only serve runoff generate by Pacific Boulevard. The pond may not be used to handle runoff from land bays 1 and 2.

Response: Comment acknowledged. Sheet 3 of the SPEX Plat has been revised to show the VDOT pond outside of the major floodplain.

5. Comment: Only some of the proposed SWM/best management practice (BMP) facilities shown on Sheet 6 (Illustrative Plan) are depicted on Sheet 3 (Special Exception Plat). In addition, changes to the SWM/BMP approach are needed to account for the above comments. In keeping with Condition 11 for SPEX-1991-0033, which required a conceptual SWM/BMP plan at the time of CPAP submission, and is proposed to be eliminated with this application, staff recommends identifying types and locations of all SWM/BMP facilities on Sheet 3.

Response: Comment acknowledged. The Applicant has revised Sheet 3 of the Special Exception Plat to show conceptual SWM pond locations. Final pond locations will be determined at time of site plan approval for each Land Bay.

6. Comment: The applicant's proposed low impact development (LID) commitment does not require anything more that what is already required by the Facilities Standards Manual and Virginia Stormwater Management Handbook. As stated in staff's previous comments, which is consistent with the attached Virginia Department of Game and Inland Fisheries' (VDGIF) comments related to the wood turtle, staff supports augmenting the SWM/BMP approach with low impact development (LID) measures to enhance water quality. As such, staff recommends a condition of approval stating that the applicant shall implement LID within the development and shall work with the County to implement those measures deemed likely to be effective, based on constraints of the property. The condition should also state that the LID measures will be designed and implemented in accordance with the adopted provisions of the Facilities Standards Manual (FSM).

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Response: The Applicant is committed to the use of BMP as required by the FSM standards. Further, as discussed above, Sheet 3 of the proposed SPEX Plat shows that the Applicant is committed to providing a 25-foot landscape and open space buffer throughout the Property and significant areas of civic and open space. The Applicant will consider the use of appropriate LID measures at time of site plan on a Land Bay by Land Bay basis.

7. Comment: With this submission, a service station located in Land Bay 3, has been added as part of the special exception request. Given the close proximity of the service station to the floodplain associated with Cabin Branch, staff supports additional water quality protection and recommends a condition of approval stating that the applicant shall incorporate a water quality design that achieves 65 percent phosphorus removal throughout 100 percent of the service station site in Land Bay 3, as per Table 2-3 of the Virginia Stormwater Management Handbook. Please note that at the time of site plan, the service station must comply with the requirements in Facilities Standards Manual (FSM) Section 5.320.E, including the incorporation of oil/water separators, secondary containment, and an Emergency Response Plan.

Response: Comment acknowledged. Condition 5. has been revised to propose a commitment to the provision of an oil/water separator and to require the submission of an Emergency Response Plan. This proposed Condition does not include a commitment to the use of secondary containment measures as this is required by the County's FSM.

Proposed Condition 6. provides a commitment to the use of water quality management techniques to achieve a 65 percent phosphorus removal efficiency for all of the impervious area of the site outside of any VDOT right-of-way.

8. Comment: In regards to the proposed Pacific Boulevard crossing over the major floodplain of Cabin Branch and staff's concern that a culvert style crossing will result in substantial fill and impacts to the riparian system, the applicant's responses state that Virginia Department of Transportation (VDOT) will be constructing Pacific Boulevard and that VDOT's roadway plans show a bridge crossing. The responses go on to state that the bridge crossing will have minimal impact to the riparian system and stream channel. To ensure consistency with green infrastructure policies, which emphasize the preservation of uninterrupted corridors along stream channels that drain greater than 100 acres, staff recommends a condition of approval stating that a spanned crossing shall be utilized for the Pacific Boulevard crossing over Cabin Branch. Staff further recommends that Sheet 3 be revised to specify the spanned crossing.

Response: Pacific Boulevard is a public roadway project to be built by VDOT. The latest roadway plan depicts a bridge crossing over Cabin Branch. The Applicant does not have control over the Pacific Boulevard design. VDOT is the responsible party for designing and constructing the roadway, and installing associated facilities. The suggested Condition would not be appropriate.

9. Comment: Staff supports reforestation with this project to enhance the riparian corridors and improve water quality. The attached VDGIF comments recommend that vegetated riparian buffers of up to 600 feet be maintained or enhanced to protect wood turtles. To help offset the

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impacts of proposed landbays and associated development activities occurring within the 600-foot buffer, some areas as close as 125 feet from the stream, staff recommends a condition of approval stating that the applicant shall reforest all open areas within the floodplain and the River and Stream Corridor Buffer adjacent to Broad Run and Cabin Branch as well as 50-feet on both sides of the southern tributary that separates landbays 4 and 5. The condition should also state that the applicant must submit a reforestation plan, for review and approval by the County Forester, at the time of the first site plan submitted for the development and that the reforestation shall consist of native 1-inch caliper trees at a stocking level of 125 trees per acre. Lastly, reforestation efforts should account for archeological resources and associated protective/investigative measures. As such, staff recommends that the condition specify that the County Archeologist shall have the final decision as to whether an area that corresponds to an archeological site gets planted.

Response: A Wood Turtle Survey and Habitat Evaluation has recently been undertaken on behalf of the Applicant by Wetland Studies and Solutions, Inc. and dated March 27, 2008 (see enclosed). The study indicates a low probability of the Property supporting a viable population of Wood Turtles. No conclusive evidence was found to confirm that Wood Turtle habitats existed within this portion of the Broad Run and Cabin Branch watersheds. The Study also confirmed that there is a low probability of the wood turtle occurring within these watersheds due to inadequate habitat. Nonetheless, as discussed in proposed Condition 26.a., the Applicant is proposing a river and stream corridor buffer of 25 feet. Further, proposed Condition 25. would require the submission of a reforestation plan requiring the reforestation of portions of the Property (including floodplain) as shown on Sheet 3 of the SPEX Plat.

10. Comment: In addition to the reforestation areas recommended above, staff recommends reforestation of the 50-foot buffer adjacent to the W&OD Trail. Staff recommends that the applicant have a project arborist evaluate the existing treeline for removal of invasive and hazardous trees. Staff further recommends supplementing the existing vegetation with native deciduous and evergreen plantings at a 2:1 evergreen to deciduous ratio. Evergreen trees should be a minimum of 6 feet in height and be planted at a 12-foot by 12-foot spacing. Deciduous trees should be a minimum of 1-inch caliper and should be planted on a 14-foot by 14-foot spacing.

Response: The Applicant does not intend to reforest the 50-foot buffer adjacent to the W&OD Trail. As shown on Sheet 3 of the SPEX Plat, the Applicant is proposing Tree Conservation Areas within this buffer.

11. Comment: Clearly identify trees to be preserved as "Tree Conservation Areas" on Sheet 3. Currently, it is difficult to determine which areas are proposed for preservation due to inconsistent labeling. Staff recommends using shading or a pattern symbol to clearly identify these areas. Also, all references to "potential" should be removed, as the recommended condition provides flexibility for unavoidable encroachments (i.e. 80% provision).

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Response: Comment acknowledged. Please see Sheet 3 of the revised SPEX Plat, which clearly identifies the proposed Tree Conservation Areas. Proposed Condition 27. no longer describes Tree Conservation Areas as being proposed.

12. Comment: Expand the limits of Tree Conservation Areas on Sheet 3 to include existing vegetation along the riparian corridor that correspond with the full River and Stream Corridor Buffer described above.

Response: The Applicant does not intend to include portions of the 25-foot open space and landscape buffer within the Tree Conservation Area. However, as discussed in the proposed Condition 27.b. and 27.c., any portions of the buffer disturbed by grading and construction shall be replanted with native species and invasive species will be removed and replaced with native species.

13. Comment: Staff recommends that the applicant's commitment related to tree conservation areas be included as a condition of approval. However, staff recommends that the reference to "Cedars" be removed from the exclusion. The exclusion should only apply to Virginia pine due to the species susceptibility to wind throw as it matures, which presents a safety hazard. Eastern red cedar does not have this characteristic.

Response: Comment acknowledged. Please see the revised Condition 27 a.

14. Comment: ERT appreciates the incorporation of sustainable design (green building) standards within the proposed Design Guidelines, which is consistent with General Water, Solid Waste Management, Air Quality policies and land use pattern and design for suburban policy areas of the RGP. ERT recommends that all proposed buildings be subject to the sustainable design standards and formally apply with the US Green Building Council for LEED certification. Further, based on a comparison of the proposed sustainable design standards with the Leadership in Energy and Environmental (LEED) design standards for new construction (NC), version 2.2, ERT recommends expanding the standards as follows. Incorporating these changes within the project would likely achieve 20 points per the LEED-NC checklist, which is six short of certification.

- *Commit to honoring buffers specified in Site Sustainability credit 1, site selection, including a minimum 100 foot buffer from any federally regulated wetlands or isolated wetlands identified by Virginia DEQ; within 50 feet of any water body; placing new buildings at least 5 feet above the major floodplain inundation elevation; not disturbing any habitat supporting endangered or threatened species; or develop on prime farmland as identified by the USDA. (see LEED-NC technical reference p.27)*
- *Augment the bicycle storage commitment to include dedicated shower and changing facilities in each building equivalent to 0.5-percent of the full time equivalent occupants of said building. (LEED-NC technical reference p.53)*

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- *Update the site lighting commitment to include designing interior lighting to maintain the majority of direct beam illumination within the building or specify that all non-emergency interior lighting fixtures be controlled and programmed to turn off following regular business hours. The site lighting commitment should also state that exterior lighting shall not exceed 80% of the lighting power densities for exterior areas and 50% for building facades and landscape features as defined in ASHRAE/IESNA Standard 90.1-2004 and IESNA RP-33. Finally, the commitment should state that exterior lighting shall comply with the zone requirements specified in IESNA RP-33.*
- *For any energy efficiency commitment, the applicant should also commit to the required LEED-NC prerequisites, including fundamental building commissioning and minimum energy performance. The energy reduction goal of 10.5 percent should also reference ASHRAE/IESNA Standard 90.1-2004.*
- *Regarding recycling commitments, the applicant should also commit to building space allowance for recycling collection, consistent with the LEED-NC Materials and Resources (MR) prerequisite. The 10% recycled content commitment should further elaborate that no more than half of recycling is from "pre-consumer" resources, consistent with LEED-NC MR credit 4.1.*
- *For the multiple interior air quality design goals, the applicant should also commit to the two LEED-NC Environmental Quality (EQ) prerequisites: minimum indoor air quality (IAQ) performance and environmental tobacco smoke control.*

Response: Comment acknowledged. Please see the proposed Condition 28., which has been revised to require that the Applicant seek LEED certification for office buildings of a minimum of 50,000 square feet. Further, the Applicant has revised the proposed ParagonPark Design Guidelines and Standards to require that all office buildings on the Property meet sustainable design goals. All office buildings will be required to meet the following minimum standards:

- Construction Activity Pollution Prevention. All sites will incorporate Erosion and Sediment Control measures.
- Meet site selection goals to avoid development on floodplain, wetlands, or endangered species habitat.
- Add bus stops along Pacific Boulevard so that no site is further than 1/4 mile of a stop.
- Provide preferred parking for fuel efficient or low emitting vehicles or carpools.
- Provide bicycle racks at all office buildings.
- Meet goal for heat island effect and energy conservation thorough the use of a highly reflective roof material.
- All site lighting to meet ASHRAE (American Society of Heating Refrigeration and Air Conditioning Engineers) standards to reduce nighttime pollution, avoid spillage offsite, and maintain minimum and maximum recommended levels.
- Reduce potable water use for irrigation by 50% through use of efficient technologies and use of drought tolerant plantings.

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- Reduce potable water use inside building by 20% through the use of dual flush toilets, and low flow faucets and urinals.
- Reduce energy use overall by a minimum of 10.5% as compared with ASHRAE 90-1 through the use of high efficiency glass, higher insulation values at wall and roof and use of highly efficient mechanical and lighting systems.
- Specify non ozone-depleting refrigerants in cooling systems.
- Divert a minimum of 50% of construction waste from landfills through recycling and salvage of materials.
- Specify a minimum of 10% of materials with high recycled content.
- Specify a minimum of 10% of building materials to be from within a 500 mile radius.
- Meet all goals for indoor air quality, increased ventilation, and construction indoor air quality.
- Use low emitting materials for paints, sealants, carpeting, and specify formaldehyde free composite board.

15. *Comment: ERT also recommends that the applicant pursue additional credits that are mutually reinforcing and could help the entire project achieve or exceed LEED-NC certification, as follows:*

- *Commit to water efficient landscaping, such that no potable water is needed to meet landscaping requirements (LEED NC credit WE 1.2). One way to meet this credit is to harvest rainfall runoff from proposed rooftops, which would also help achieve SS credits 6.1 and 6.2, stormwater design for quantity and quality control.*
- *The applicant should also invest in additional energy efficiency planning, described in Energy and Atmosphere (EA) credits 3, 4, and 5 -- enhanced commissioning, enhanced refrigerant management, and measurement and verification. These measures would enhance overall efficiency and help earn more than one point under EA credit 1, optimizing energy performance to achieve a 10.5 percent reduction. Also note that at least two credit points are now required to earn points under EA credit 1.*
- *Pursue an innovation point by developing a comprehensive transportation management plan that demonstrates a quantifiable reduction in personal automobile use through the implementation of multiple alternative options.*
- *The applicant should retain a LEED accredited professional during the design process, which would earn another certification point.*

Response: As discussed above, proposed Condition 28. includes a commitment requiring LEED base certification for office buildings. This Condition does not preclude the Applicant from pursuing additional LEED credits. However, to avoid the need for additional legislative approvals, Applicant believes it is premature to include Staff's request at this time. Please see the list of sustainable design standards required for each office building on the Property by the proposed Design Guidelines and Standards.

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16. *Comment: ERT is concerned with the enforceability/verification of the proposed sustainable design standards in the Design Guidelines considering the applicant's suggestion of an appointed Architectural Review Committee being responsible for the administration of the development in general conformance of the standards. First, verification of the standards will require an individual who has LEED training. Second, the phrase "general conformance" does not provide a strong commitment. As such, staff recommends that the sustainable design standards be provided as a condition of approval with the application and that all buildings be required to formally apply with the US Green Building Council for LEED certification, which will include third party verification.*

Response: Comment acknowledged. Please see proposed Condition 28.

17. *Comment: Exhibit 9 of the Endangered and Threatened Species Habitat Evaluation and Rare Species/Community Assessment report, prepared by Wetland Studies and Solutions, Inc., dated January 14, 2008, is a letter from VDGIF which states that the applicant should coordinate with the VDGIF Environmental Services Section concerning potential impacts to the state threatened wood turtle. The ERT forwarded a copy of the report and special exception plat to VDGIF for review. Attached are comments from VDGIF that were received on February 21, 2008. According to VDGIF, the subject site appears to provide suitable habitat for the wood turtle making its presence on site likely. Staff supports the recommendations provided by VDGIF, which are consistent to staff's comments related to maintaining and enhancing riparian corridors, providing full stream buffers, incorporating a spanned crossing over Cabin Branch, and implementing LID measures within the project.*

Response: As discussed above, the enclosed Wood Turtle Survey and Habitat Evaluation does not identify any wood turtles on the Property. No further analysis was recommended.

18. *Comment: The VDGIF comments states that further discussions with the applicant may result in recommendations for further survey efforts. As such, staff recommends a condition of approval stating that the applicant shall coordinate with VDGIF regarding the protection of the wood turtle and, if requested by the agency, complete a wood turtle survey. The condition should state that the wood turtle survey will be completed prior to the approval of the first site plan or preliminary subdivision application.*

Response: Comment acknowledged. Please see the enclosed Wood Turtle Survey and Habitat Evaluation.

19. *Comment: Consistent with the VDGIF comments, staff recommends a condition of approval requiring an information sheet, including the following text below a picture of the wood turtle, to be distributed to all contractors associated with work at the site and employees:*

"The wood turtle is a State Threatened species that may be found in or near the project area. Description: A medium sized semi-terrestrial turtle, adults are 6-8 inches long. The dull brown upper shell is very rough; each section of the shell is composed of growth rings that form an irregular pyramid. However, there can be great variation in

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appearance and especially in older turtles, the upper shell may appear smooth. The bottom shell is yellow with black blotches. It has a black head and dark brown extremities. The yellow to burnt orange skin on the neck and in the leg sockets is a distinguishing characteristic. If one of these turtles is found within the project/road area, it should be carefully removed to safety in suitable habitat (a run or deep pool with sandy or muddy bottom and submerged roots, branches, or logs) in the nearest perennial stream. It is a violation of Virginia law to harm or keep for personal possession a wood turtle. If you have any questions concerning this species, please call the Virginia Department of Game and Inland Fisheries at 804-367-6913."

The condition should go on to state that if any wood turtles are encountered and are in jeopardy during the development or construction of this project, they shall be immediately removed from danger and safely moved to suitable habitat in or near the closest perennial stream. Any relocations shall be coordinated with the VDGIF Wildlife Diversity Biologist and the VDGIF wood turtle observation form should be completed and sent to the agency.

Response: As discussed above, a survey has found no evidence of a wood turtle. As such, the Applicant does not believe that such a Condition is warranted.

20. Comment: Steep slope designations, as specified on Page 10 of the applicant's responses, are not depicted in plan view on Sheets 2 and 3. To demonstrate compliance with the Steep Slope and Moderately Steep Slope Policies and the River and Stream Corridor Policies in the RGP, please clearly depict steep slopes based on the topography provided on the plan sheets. Note that the River and Stream Corridor Buffer described above should be depicted 50 feet beyond the very steep slope areas that start within 50 feet of the floodplain, extending no farther than 100 feet beyond the floodplain.

Response: Comment acknowledged. Please see the Sheet 2 of the revised SPEX Plat, which depicts steep slopes. Sheet 3 of the SPEX Plat shows a 25-foot wide buffer adjacent to these steep slopes.

21. Comment: Staff recommends that the applicant's commitment to office buildings and the hotel being constructed with materials to achieve interior noise levels of 45 dBA be included as a condition of approval. Staff further recommends that the condition state that a building shell analysis shall be performed and certified by a licensed acoustical engineer and submitted concurrent with the zoning permit application for each office and hotel building to ensure that the 45 dBA interior noise level is achieved.

Response: Comment acknowledged. Proposed Condition 34. provides a commitment to the restriction of interior noise levels in proposed office and hotel uses to a maximum of 45 dBA. The Condition also requires that a building shell analysis be undertaken and submitted concurrent with the occupancy permit application for each hotel and office use.

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Zoning Administration (comments dated March 17, 2008)

1. Comment: The applicant has included in the suggested Design Guidelines "retail" as a use. Please be advised that "retail" is not a permitted use in the PD-IP Zoning District. The zoning ordinance defines retail as a separate and distinct use from Personal Services. If the intent is to provide personal service, which the 1972 Loudoun County Zoning Ordinance defines as "Establishments primarily engaged in providing services involving the care of a person or his or her apparel. These services usually include, but are not limited to, laundry, cleaning and garment services, garment pressing, linen supply, diaper service, coin operated laundries, carpet and upholstery cleaning, photographic studios, beauty shops, barber shops, shoe repair, and clothing rentals", the applicant will need to update their application to include this auxiliary use. The applicant may wish to extend the scope of the special exception application to include all auxiliary uses listed in the PD-IP zoning district (Restaurants (excluding drive-in eating establishments), Personal Services, Banks and Financial Institutions and Automobile Service Stations). This would match the applicant's project design description as shown for Land Bay 3 in the Design Guidelines.

Response: Comment acknowledged. The Applicant has removed all references to retail within the proposed Design Guidelines and Standards. The Application has been revised to refer to all auxiliary uses (i.e. bank, personal service uses, restaurant, and automobile service station) as one special exception application request (please see the revised Statement of Justification) to ease Staff's review.

2. Comment: Throughout the proposal, automobile service station is referred to as service station. Please update the application to correctly reference the use as automobile service station.

Response: Comment acknowledged. Application documents have been revised to correctly reference automobile service station.

3. Comment: SPEX-1991-0033 was previously approved to allow flex industrial uses on the site. The Design Guidelines list a Flex Warehouse use for the property. If it is the intent of the applicant to have warehouse uses on the property, it is suggested that this application and the proposed development conditions incorporate and supersede those associated with SPEX-1991-0033 instead of rescinding the previous conditions. This would allow warehouse as a special exception use as previously approved with SPEX-1991-0033, otherwise warehouse needs to be included in the current application as a use.

Response: Comment acknowledged. However, instead of incorporating conditions approved with SPEX 1991-0033, the Applicant respectfully requests that the proposed warehouse floor space be considered as a separate SPEX application and be allocated a separate SPEX reference number.

4. Comment: In reference to the proposed hotel use for Land Bay 1, Section 607.2.4.2, location criteria states that the hotel should be located in areas where the facility will function as

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a supportive use to existing industrial, commercial or training facilities. Locating the hotel more interior to the project would show that the hotel is to support the proposed offices. It is suggested that a condition of approval be included regarding a certain amount of warehouse and/or office be constructed prior to establishment of the hotel use.

Response: Comment acknowledged. As shown on Sheet 3 of the SPEX Plat, the proposed hotel use has been relocated from the north eastern corner of the Property to front onto Pacific Boulevard and be more internal to the proposed development. The Applicant believes that this will address Staff's overriding concern with the proposed hotel use.

5. Comment: Section 607.2.4.4. states that the hotel should be located on a collector roadway or frontage road of a design and capacity to safely accommodate traffic generated by the motel/hotel. The application has proposed to locate the hotel on West Severn Way with access from Eugenia Court, both local roads on the Countywide Transportation Plan. Please address how the application meets the requirements of Section 607.2.4.

Response: Comment acknowledged. As discussed above, the proposed hotel has been repositioned to front onto Pacific Boulevard. As shown on the SPEX Plat, the hotel will also be served by Severn Way. The traffic study prepared as part of this application has confirmed that Severn Way is capable of safely accommodating background traffic and site generated traffic.

6. Comment: The application proposes up to 225 rooms with additional services/amenities. The parking requirement for the hotel is one space per rental unit, 1 space per employee as well as 1 space for every 4 restaurant/meeting room/ballroom seats. Based on the illustrative plan submitted with this application, the application may not have adequate space to park the proposed hotel and additional services/amenities. Parking for this use will be further addressed at the time of site plan.

Response: Comment acknowledged. As confirmed by Note 20 of the SPEX Plat Cover Sheet, all parking on the Property will be in accordance with Zoning Ordinance requirements.

7. Comment: The applicant has suggested that 50 percent of the area counted toward open space may come from preserved floodplain areas. Floodplain area does not count toward buildable gross land area. This condition will need to be revised. At the time of site plan, it must be demonstrated that 20% of the buildable gross land area will be open space.

Response: Comment acknowledged. As set out in the revised Statement of Justification, at least 20% of the buildable gross land area of the Property must remain as open space. The Applicant acknowledges that this is a requirement of the Zoning Ordinance and this provision will need to be demonstrated at the time of site plan.

8. Comment: Any condition regarding dedication of land should include the language "upon request by VDOT or Loudoun County", such as Condition 7.b.

Response: Comment acknowledged. Please see the revised proposed Development

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Conditions.

9. *Comment: The applicant is proposing to provide traffic signal warrant analysis for the on-site intersections of Pacific Boulevard south of Cabin Branch with the site plan application cumulatively representing 75 percent of the total gross square footage permitted, approximately 1.3 million square foot of development. While traffic signals may or may not be required at 75 percent of total build out, signals may be required at 100 percent. In addition, signals may be required prior to the 75 percent trigger. It is suggested that the warrant study be submitted with the site plan that represents 50 percent as well.*

Response: Comment acknowledged. Please see revised proposed Development Conditions 11.d and 11.e.

10. *Comment: The applicant is proposing to provide traffic signal analysis for the off-site intersection of Pacific Boulevard and Severn way at 50 percent and again at 91 percent if necessary. It is suggested that warrants studies be addressed at 100 percent build out if signals are not required at 91 percent.*

Response: Please see proposed Condition 12., which addresses Staff's concern.

11. *Comment: The applicant has offered dedication of the necessary right of way for the eastern terminus of Severn Way. Language should be included to reference "at no cost to VDOT or the County". It is suggested that this dedication occur prior to the approval of the first site plan for development in Land Bays 1 or 2.*

Response: The Applicant is currently negotiating the sale of the portion of the Property necessary for this cul-de-sac with VDOT.

12. *Comment: It is not clear at what point the applicant will be constructing the three (3) bus shelters. The bus shelters should be shown in conjunction with the site plan submission for the appropriate Land Bay.*

Response: Comment acknowledged. As set out in Condition 18, the Applicant shall provide bus shelters in Land Bays 1, 4 and 6 at time of site plan approval for development in such Land Bays. However, the bus shelters shall only be installed once a regional bus service is provided to the Property.

13. *Comment: Per Section 700.1, Planned Development Districts, Intent, the suitability of development of tracts within the PD districts shall be determined primarily by reference to the Comprehensive Plan. The Countywide Transportation Plan (CTP) is a component of the Comprehensive Plan. The CTP shows Steeplechase Boulevard extending east of Route 28 and not west of Route 28. The application is proposing interim access to Route 28 via Steeplechase Drive, which does not appear to be consistent with the CTP. Staff defers to VDOT and OTS regarding this proposed access point as Route 28 is to be a limited access highway. If the access point at Steeplechase is permitted, the closure should occur once the interchange has*

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been constructed on Route 28 at Nokes Boulevard.

Response: Comment acknowledged. Please see Sheet 3 of the SPEX Plat, which has been revised to confirm that access to the Property will not be provided from Steeplechase Drive. Proposed Condition 14. has been revised to provide a commitment to the closure of the Steeplechase Drive access point.

14. Comment: The applicant's proposed commitment to place all land containing 100 year floodplain into floodplain conservation easements to the County upon submission of record plats for any lot adjoining said floodplain should be at record plat or site plan for the land bay adjoining said floodplain, whichever occurs first.

Response: Comment acknowledged. Please proposed Condition 22., which has been revised to address Staff's comment.

15. Comment: The applicant's proposed development conditions reference a Tree Conservation area as shown on Sheet 4 of the Special Exception Plat. The Tree Conservation area is not shown on Sheet 4, nor is Sheet 4 labeled Special Exception Plat.

Response: Comment acknowledged. Please see proposed Development Condition 27, which correctly refers to Sheet 3 of the SPEX Plat. The SPEX Plat has also been revised to label Sheet 3.

16. Comment: Please ensure that the trails are shown on the sheet labeled Special Exception Plat.

Response: Comment acknowledged. Please see Sheet 3 of the SPEX Plat, which has been revised to show a proposed trail network throughout the development.

17. Comment: List all application numbers on the cover sheet.

Response: Comment acknowledged. Please see the revised SPEX Plat Cover Sheet. As discussed above, the Applicant is requesting that the proposed warehouse use be considered as a separate SPEX use and be allocated a separate application number.

18. Comment: Sheet 1 – General Notes 3. should list the accessory uses proposed with this application (bank, restaurant, personal service establishments, and automobile service station). The hotel use should also reference that it is subject to the developmental conditions as listed in Section 607.2.4.

Response: Comment acknowledged. Please see the revised Note 3 on the SPEX Plat Cover Sheet, which lists all special exception uses requested by this application.

19. Comment: Please ensure that a key is provided for all symbols shown on the Special Exception Plat (i.e. the proposed bridge on Pacific Boulevard).

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Response: Comment acknowledged. Please see Sheet 3 of the SPEX Plat, which has been revised to include a legend. For confirmation, Sheet 3 of the SPEX Plat does not indicate how the crossing of Cabin Branch by Pacific Boulevard will be provided. This crossing will be designed and constructed by VDOT.

20. Comment: The applicant has not labeled any of the sheets within the submission as the "Special Exception Plat". It would appear that sheet 3 would be the intended Special Exception Plat; however it is not labeled as such. Please label the proposed uses to be located within each land bay. It is requested that the applicant include building/parking envelopes for each of the land bays, exclusive of the natural resource areas (floodplain, wetlands, etc.). The applicant may wish to remove the building locations for Land Bay 3 and label the proposed building/parking envelope. The Special Exception Plat should not be labeled "for illustrative purposes only".

Response: Comment acknowledged. Parking areas are shown on Sheet 6 of the SPEX Plat and are discussed in the proposed Design Guidelines and Standards.

21. Comment: Please provide more detail regarding the applicant's proposed parking area for the W&OD Trail. On sheet 3 shows this is "area for potential parking for NVRPA trail". As the applicant intends to designate area for parking, this area would be more appropriately labeled "potential area for parking for NVRPA trail". Please be advised that subdividing 1.5 acres from one of the land bays may affect the potential maximum square footage as well as the lot coverage/FAR.

Response: Comment acknowledged. The Applicant has revised the SPEX Plat to include Sheet 5, which shows the proposed parking area for the W&OD Trail. The dedication of land to allow the construction of this parking area is discussed in proposed Condition 19. The W&OD Trail replacement parking lot acreage has been excluded from the density and lot coverage calculations.

Office of Transportation (comments dated March 19, 2008)

1. Comment 1: The current special exception (SPEX 1991-0033) has significant commitments for transportation including dedication and construction on Pacific Blvd and Severn Way at no cost to VDOT or the County. The Applicant should dedicate all right-of-way necessary for the VDOT project to construct Pacific Boulevard (State Highway Project 1036-053-303). Additionally, the Applicant should provide any easements necessary to construct a grade separated trail crossing of Pacific Boulevard and the W&OD right-of-way at no cost to the public.

Issue Status: Not resolved. Right-of-way and related easements necessary for the construction of Pacific Blvd and crossing of the W&OD Trail, per the VDOT plan set, should be dedicated at the time of SPEX approval, at no cost to VDOT or the County, in order to facilitate the timely construction of Pacific Blvd (or make a cash contribution if constructed by others) remains valid due to trips generated in excess of existing trips associated with SPEX 1991-0033. See

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Attachment 1. The existing conditions regarding dedication of right-of-way and construction of improvements to Severn Way also remain valid based on trips generated by the revised application.

Response: As set out in proposed Condition 11.a. and 11.b., the Applicant shall dedicate the necessary right-of-way to VDOT or the County upon request.

2. Comment 2: Condition 1-C of the SPEX 1991-0033 states that "With specific regard to Severn Way frontage improvements, the Applicant shall dedicate the right-of-way necessary to construct one half of a U4 road section (at no cost to the public). In addition, the Applicant shall bond and construct one half of a U4 road section within said right-of-way to include a right turn lane at the intersection of Severn Way and Route 28".

Issue Status: Not resolved. The balance of improvements required by SPEX 1991-0033 Condition 1-C (Severn Way) remain valid with the closure of Route 28 and subsequently cul-de-sac of Severn Way. Staff notes that Route 28 Tax District taxes are used solely for improvements to Route 28. Fire/EMS taxes are dedicated to public safety services and regular taxes go to the fund, not county transportation improvements. The Applicant should submit documentation to describe existing frontage improvements and document what remains to be done. The Applicant should dedicate right-of-way for the cul-de-sac and construct a right turn lane if requested by VDOT.

Response: Severn Way has been constructed to a U4 section along the Property's frontage as shown on the SPEX Plat. In terms of further improvements, VDOT's roadway plan for Nokes Boulevard improvements at Route 28 does not depict a right turn lane at Severn Way and as such, the Applicant is not required to construct such turn lane.

The Applicant is currently negotiating the sale of the portion of the Property necessary for the proposed cul-de-sac with VDOT.

3. Comment 3: Once the interchange on Route 28/Nokes Blvd is constructed, the Route 28/Severn Way intersection will close and a cul-de-sac will be built at the end of Severn Way. The Applicant should make sure that additional right-of-way and easements are available should they be required to accommodate these changes.

Issue Status: Not resolved. Exact location of dedication should be verified by VDOT.

Response: Comment acknowledged. The SPEX Plat has been revised to reflect the exact location for the necessary dedication from VDOT project 0028-053-114.

4. Comment 4: As stated in existing Condition 2-a, b, and 3-a, b of SPEX 1991-0033 the Applicant is responsible for right-of-way dedication and construction of Pacific Blvd as a four lane road from W&OD to Severn Way including the crossings of Cabin Branch and W&OD at no cost to the public. However, VDOT will construct Pacific Blvd, the grade separated crossing of Pacific Blvd/W&OD and the crossing of the Cabin Branch floodplain as soon as the design for

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these facilities is completed. Please note that according to ZMAP 89-21 proffers as revised November 15, 1989, the Applicant should contribute one eighth of the final cost of constructing the grade separated crossing of Pacific Blvd and the W&OD right-of-way not to exceed \$200,000.00 as defined paragraph 14 of the Dulles North Retail Associates.

Issue Status: Not resolved. The Applicant needs to show their basis for the current cost of the grade separated crossing. The existing condition remains valid with the cost not to exceed 1/8 the current cost of the grade separated crossing (estimated by VDOT to be \$3,483,183. 1/8 cost of the crossing is \$435,398) as adjusted by the Consumer Price Index (CPI), with 2008 as the base year.

Response: The Applicant has revised proposed Condition 11.c. to provide a commitment to the contribution of \$343,980 towards the updated cost of the W&OD bridge crossing. This figure is based on a CPI escalation of the maximum commitment of \$200,000 required by the existing SPEX approval for the Property. The Applicant believes that the correct calculation of the level of contribution towards this bridge crossing is more appropriately based on this figure than the 1/8 contribution of the full cost of improvements suggested by Staff.

5. Comment 5: The Applicant should make a cash contribution to the County in the event any portion of subdivision street or Pacific Boulevard are required to be built by others. The Applicant should pay an amount equal to the reasonable cost of such construction as indicated in Condition 4. OTS staff has calculated the cost estimate of the construction of Pacific Blvd from W&OD to Severn Way which includes the \$200,000 as shown in the Condition 3d (the "trail" crossing with W&OD) and the cost of the crossing of Cabin Branch. The Applicant's share of the cost of construction of the above facilities is \$10,448,518.00 and is based on cost estimates that were prepared by VDOT.

Issue Status: Not Resolved. The improvements required by SPEX 1991-0033 specific to Pacific Boulevard remain valid (120' right of way dedication for and construction of Pacific Blvd from the W&OD Trail to Severn Way, 1/8 cost of the crossing of the W&OD Trail, or a cash contribution for construction of Pacific Blvd, if built by others). The January 2 supplemental traffic memo indicates an 8% increase of proposed trips compared with those indicated in the Applicant's traffic study (April 20, 2007), for a 25% total trip increase to trips associated with the existing density permitted by SPEX 1991-0033.

The existing development conditions, at a minimum, are necessary to mitigate the increased traffic impact associated with the requested special exception uses and has been similarly stated by VDOT by memo dated February 8, 2008. If the road is constructed by others (such as VDOT), a cash equivalent contribution made by the Applicant to the County is appropriate and it is recommended that such contributions be provided in conjunction with development of the property north of Cabin Branch and development of the property south of Cabin Branch. The Applicant's share of the cost of construction of Pacific Blvd is \$10,592,298.00, which is based on the cost estimate by VDOT dated 8/14/2007. The amount includes Construction/Span Structure (Cabin Branch), 1/8 cost of the bridge over W&OD, Asphalt and Excavation, and

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Traffic Safety Improvements. The Applicant's estimate for the same improvement should reflect the current cost of construction.

Response: The Applicant is proposing substantial commitments as part of the proposed SPEX approval and believes that these commitments must be taken into account when considering an appropriate contribution towards the construction of Pacific Boulevard.

- i. Dedication of right-of-way for the construction of Pacific Boulevard. The Applicant is willing to dedicate 6.76 acres of the Property, at no cost to VDOT, for the construction of Pacific Boulevard. Based on a County Assessor estimate of the value of PD-IP land of \$10 per square foot, the Applicant estimates the value of this dedication to be \$2,946,560.
- ii. Dedication of easements necessary for the construction of Pacific Boulevard. The Applicant shall provide 3.8 acres of permanent easements for the construction of Pacific Boulevard and 0.78 acres of temporary easements. The Applicant estimates the value of this dedication (based on \$10 per square foot for permanent easements and \$2 per square foot for temporary easements) to be \$1,724,774.
- iii. Construction of on and off-site traffic signals. Applicant is committed to construct two on-site signals and one off-site signal at a cost of \$200,000 per signal and a total cost of \$600,000.
- iv. Regional road improvements. The Applicant is proposing a contribution of \$1 square foot of office floor space constructed at the Property up to a maximum contribution of \$1,000,000.
- v. Dedication of land for W&OD Trail parking lot. The Applicant shall dedicate, at no cost to VDOT, 1.2 acres of the Property for use as a W&OD trail parking lot. The Applicant estimates the value of this dedication (based on \$10 per square foot) to be \$522,000.
- vi. Contribution to a grade separated crossing of Pacific Boulevard over W&OD Trail. Applicant shall contribute \$343,980 towards the construction of this improvement.
- vii. Construction of on-site bus shelters. Applicant shall construct 3 bus shelters on the Property; one bus shelter in each of Land Bays 1, 4 and 6. The design and construction of each bus shelter will cost approximately \$10,000, for a total cost of \$30,000.

The total cost of these contributions is approximately \$7,167,314. The Applicant has prepared a cost estimate for the construction of VDOT's proposed design of Pacific Boulevard (please see Exhibit B). This cost estimate confirms that the Applicant could construct VDOT's proposed road design for \$4,912,115. The proposed contributions far exceed the level of funding the Applicant may otherwise be required to provide for the construction of Pacific Boulevard and as such, no further contribution is proposed towards VDOT design of this road construction.

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As shown on Sheet 7 of the SPEX Plat, the Applicant is proposing improvements to the VDOT design of Pacific Boulevard. These improvements directly concern the design of proposed intersections to better provide access to the Property's Land Bays 4, 5 and 6. Included as Exhibit C is a cost estimate for the construction of VDOT's design of Pacific Boulevard including these proposed improvements. The Applicant notes that its proposed improvements would add an additional \$159,430 to the construction costs. The Applicant appreciates that these costs are the responsibility of the Applicant and Condition 17. has been proposed to suggest the timing of this contribution.

6. Comment 6: The background traffic volume for the year 2010 at the intersection of Route 28/Nokes Blvd was analyzed, and it shows that the level of service during the PM peak is operating below acceptable level. The eastbound movement was added to the intersection for analysis purposes. The level of service for the background PM peak traffic conditions (2010) will be LOS F without the Paragon Park, assuming that the interchange at Route 28 and Nokes Blvd has not been completed yet. It should be noted that the interchange of Route 28/Nokes Blvd is presently under construction. Once this interchange is built with the construction of Pacific Blvd, the access to the site from the intersection of Route 28/Severn Way and Route 28/Steeplechase will be closed. Access to the site at that time will be provided from Pacific Blvd via Waxpool Road and Nokes Blvd. Until the interchange is fully completed, the level of service at the intersection of Route 28/Nokes Blvd will remain F with or without the subject site.

Issue Status: SPEX 1991-0033 Condition 5 indicates the Applicant shall abandon its two points of access onto Route 28 when the property has been interconnected by Pacific Blvd to Route 28 by grade separated interchanges north and south of the site. This condition remains valid.

Response: Comment acknowledged. Proposed Condition 14. has been revised to incorporate the commitment from SPEX 1991-0033 condition 5.

7. Comment 7: The Countywide Transportation Plan Draft recommends widening Route 28 to 8 lanes. Route 28 is planned to be a limited access median divided urban arterial. The Applicant should make sure that additional right-of-way be available if needed to accommodate the future improvements on Route 28 and temporary construction easements, and drainage easements be dedicated along Route 28 in accordance with our interchange plans for Nokes Boulevard.

Issue Status: Not Resolved. The response does not address dedication of right-of-way and construction and drainage easements to widen Route 28. The SPEX Plat does not clearly depict and/or label the indicated rights-of-way needed for the Nokes Blvd Interchange or the future widening of Route 28.

Response: There is no preliminary design for widening Route 28 at this time. The Applicant believes that any further right of way should be provided within the 30-foot Dominion Power easement that adjoins the proposed Route 28 boundary line.

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The SPEX Plat has been revised to show the right of way needed for the Nokes Boulevard interchange ramps. The SPEX Plat also shows the portion of the Property needed for the Severn Way cul-de-sac.

8. Comment 8: The trip generation for the proposed office land use and a hotel for full build out will be 2,563 AM and 2,454 PM trips. Also, the existing planned daily trips for full built out and the proposed site trips in the traffic study will be 15,382 daily trips and 17,794 daily trips respectively. The difference between the existing planned trips and the proposed trips will be an additional 16% in the proposed daily trips; this is a 25% difference in the proposed PM peak and a 31% difference in the proposed AM peak. Please see Attachment 3.

Issue Status: Not Resolved. The increase in trips in comparison with the traffic study provided with the last submission for the proposed hotel and the office uses in land bays 1 and 2 is significant. For example, the initial submission for a 110 room hotel will generate 899 daily trips. The revised application indicated a 225 room hotel which will generate 1,838 trips daily. As a result of the trip generation increase, the intersection of Pacific Blvd and Severn Way (as shown in the traffic study) will require separate left turn lanes on Pacific Blvd to Severn Way.

Response: The Applicant cannot construct this off-site improvement as it does not have the right of condemnation to take the necessary right-of-way. The Applicant is willing to work with VDOT and the County to address this issue and to assist in the construction of this turn lane. The construction of this turn lane is discussed in proposed Condition 13.

9. Comment 9: As anticipated in the traffic study, the Applicant will increase the daily trips in the vicinity of this site by 16% of the daily trips. What mitigation measures will this Applicant consider to ensure that this site development will not exacerbate the traffic operation at the vicinity of the site?

Issue Status: Not Resolved. The diagram for the intersection of Pacific Blvd/Severn Way shows a significant amount of traffic from Pacific Blvd to the site through Severn Way. See Attachment 2. The intersection should be improved in terms of the right-of-way dedication in order to provide adequate space to install a traffic signal and to provide separate left turn lanes for the southbound traffic on Pacific Blvd at the intersection of Pacific Blvd/Severn Way. As mentioned above, the revised project will result in a 25% increase to trips associated with the existing density approved by SPEX 1991-0033. In addition to right-of-way dedication and construction of improvements to Pacific Blvd and Severn Way, the project warrants a signalized intersection at the entrance to Landbays 5 and 6.

Response: Comment acknowledged. Proposed Condition 11.e. includes a commitment to the installation of a traffic signal at the entrance to Land Bays 5 and 6. Further, a commitment to the installation of a signal at the intersection of Pacific Boulevard and Severn Way is included in proposed Condition 12.

10. Comment 10: The Applicant should discuss the transit system improvements along Pacific Blvd with the Transit Division in the Office of Transportation Services. Transit improvements

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may include a cash contribution toward purchasing busses, bus shelters and Park and Ride sites.

Issue Status: Commitments to the construction, installation, and maintenance of bus shelters by the landowner should be coordinated with the Office of Transportation Services to ensure compliance with County bus shelter design standards. This coordination can include discussion of implementation of the Applicant's proposed TDM strategy and anticipated transit service to serve the site.

Response: Comment acknowledged. The Applicant has corresponded with OTS Staff to discuss the provision of bus shelters on the Property and is willing to meet with Staff at the appropriate time during the site plan process (see proposed Condition 18).

11. Comment 11: The parking lot along Route 28 between Severn Way and Steeplechase, which has capacity for 70 vehicles and 3 horse trailer spaces will be eliminated, due to the limited access of Route 28. The purpose of having the existing parking lot along Route 28 is to provide access for bikers to the W&OD trail. Once the intersection of Route 28/Severn Way and Route 28/Steeplechase are closed, there will be no access to this parking lot. Will the Applicant include a parking lot inside his property with access to the W&OD?

Issue Status: The illustrative plans on Sheets 5 and 6 are not consistent with the symbols identified as "Area of Potential Parking for NVRPA Trail" on Sheet 3. In a meeting with the Applicant, VDOT, NVRPA, and Staff, the Applicant has offered to provide additional information showing the parking lot west of Pacific Blvd and would respond to NVRPA concerns regarding access, design and dedication of the replacement lot.

Response: Comment acknowledged. Please see Sheet 7 of the revised SPEX Plat and proposed Condition 21.a.

12. Comment 12: The Special Exception Plat does not show buildings, internal streets or intersections. The Applicant should provide a plat showing all of these facilities including trails and sidewalks.

Issue Status: Not Resolved. No bicycle/pedestrian plan is provided. According to the Bicycle and Pedestrian Mobility Master Plan (BPMP), Pacific Blvd is considered one of the roads that have priority for a bicycle and pedestrian facility. VDOT is willing to maintain the trails/sidewalks if it is in the right-of-way. VDOT will construct a 10 foot trail on the west side of Pacific Blvd and 5 foot side walk on the east side of Pacific Blvd at the frontage of the site. The Applicant should make sure that the right-of-way is provided for construction.

The Applicant's proposed Design Guidelines make general reference to "current plans" for pedestrian improvements along Pacific Blvd and separate reference to private streets within the development, but no commitment to conformance with the BPMP is offered.

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Response: Comment acknowledged. The SPEX Plat has been revised to illustrate proposed sidewalk and trail improvements along Pacific Boulevard. As shown on Sheet 3 of the SPEX Plat, a trail has been shown on the west side of Pacific Boulevard and a sidewalk on the east side of the right-of-way. The location of these facilities is consistent with the current VDOT plan for Pacific Boulevard.

13. Comment 13: The traffic study shows three signalized intersections at Pacific Blvd/Severn Way, Pacific Blvd/South Site Access and Pacific Blvd/North Site Access. The following analysis will explain the function for each intersection

- Pacific Blvd/Severn Way: The lane configuration on Figure 10 shows the through and left turn lane is shared. Although the VDOT final design does not show the lane. Configuration at this intersection, the traffic study shows there are 337 vehicles that will turn left from Pacific Blvd south to Severn Way. A separate left turn lane is required to accommodate the traffic demand. A signal is required by VDOT.*
- Pacific Blvd/ North Site Access: Attachment 2 shows this intersection as a "T" intersection. The VDOT plan and profile of the proposed final design for Pacific Blvd shows that the access to the site from the north is right in only. The VDOT design meets AASHTO standards. The VDOT final design eliminates the median break and as a result there will be no traffic signal at this intersection. The Applicant is required to create an inter-parcel access roadway on their property to accommodate this modification. VDOT indicates that this modification will be for safety reasons to accommodate turning movements without making a U-turn at the South Site access and to avoid conflicts at this intersection. If the road way is redesigned, the Applicant may be required to provide a signal at this intersection.*
- Pacific Blvd/ South Site Access: The intersection as shown on the Attachment 2 carries a significant amount of traffic volume. As shown on the traffic study, the proposed lane configuration by the Applicant is not adequate. The VDOT final design shows a signal and double left turning lanes on the four legs of the intersection. The Applicant should modify the lane configuration in the traffic impact study to meet VDOT standards.*

Response: As discussed in proposed Development Conditions 11.d., 11.e, and 12. the Applicant will provide traffic signal warrant analyses for on-site and off-site signals. Proposed Condition 13. includes a commitment to construct off-site improvements at the Pacific Boulevard/Severn Way intersection (as shown on Sheet 8 of the SPEX Plat). An alternative design for Pacific Boulevard has been prepared by the Applicant and is under review by VDOT Staff. Should VDOT find the design to be acceptable, the County has confirmed that it would support the incorporation of the changes into the design plan. The SPEX Plat reflects the Applicant's proposed design changes to Pacific Boulevard, which are more particularly identified on Sheet 7 of the Plat.

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14. Comment 14: The Applicant should provide construction and drainage easements on Pacific Blvd to be consistent with the VDOT final design.

Response: Comment acknowledged. Please see the proposed Condition 11.b.

Community Planning (comments dated March 24, 2008)

Land Use

Staff finds that the proposed mix of uses does not conform to the Keynote Employment land use policies of the Revised General Plan. Staff recommends that the applicant commit to the recommended land use mix for Keynote Employment areas. Land uses categories should be measured as percentages of the gross land area. The resulting information should be placed in a table and included on the plat.

Response: The Applicant has included a land use chart in the Statement of Justification which reflects the recommended land use mix for Keynote Employment areas. The land use chart limits the overall development to 85 % of the gross land area.

Commercial Retail & Services

As stated in the first referral, staff is supportive of the incorporation of Commercial Retail and Services into the development, provided that these uses are employment-supportive. Staff recommends that the proposed hotel be a full-service hotel and include a conference center and sit-down restaurant, with service for breakfast, lunch, and dinner. The conference center should provide from 2,000 to 3,000 square feet of meeting space.

Response: Comment acknowledged. Proposed Condition 3. includes a commitment to the provision of a minimum of 2,000 square feet of meeting space.

Public and Civic Uses

As stated in the first referral, staff recommends that the applicant commit to at least 7.53 acres of on-site public and civic uses. The size, location, and phasing of all public and civic uses should be clearly identified on the plat and quantified on a plat Tabulation Sheet. All facilities should be made available in a reasonable time frame.

Response: Comment acknowledged. Please see the land use chart in the revised Statement of Justification. The proposed Design Guidelines and Standards show potential locations and design elements of the civic uses. Proposed Condition 10. includes a commitment to the provision of civic uses at time of site development in contiguous Land Bays.

Comment: Staff recommends that a sufficiently-sized public site be included on the Special Exception plat, to help meet the public and civic needs of the development.

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Response: The Applicant has not received a request for a public use site from other County agencies. A public use site has not been identified on the Property.

Comment: While staff supports the inclusion of a plaza in the development, the current plaza's location, orientation, and lack of identified amenities may preclude its use as a public space. Staff recommends that the applicant reconfigure buildings, roadways, pedestrian walkways, and parking to create functional public and civic spaces for employees. The applicant should depict these areas on the Special Exception plat and commit to the amenities to be provided within each, such as benches, tables, chairs, fountains, and public art. These public and civic uses should be in addition to open spaces.

Response: Comment acknowledged. The proposed Design Guidelines and Standards have been revised to identify amenities such as tables, public art, and benches within the plaza areas and/or open space. The Illustrative drawing shows conceptual locations of these amenities. Final engineering and design for these amenities shall be determined prior to site plan approval. Proposed picnic areas, lawns and plazas are also shown on Sheets 5 and 6 of the SPEX Plat.

Open Space

Staff reiterates comments from the first referral that a minimum of 7.53 additional acres of usable interior parks and open space be identified on the plat and quantified in the conditions of approval to meet the recommended amount envisioned by the Revised General Plan for Keynote Employment centers. Staff recommends open spaces that can be utilized by the employees of the site. Uses within the open space can include active spaces, such as volleyball courts, tennis courts, or basketball courts, and passive areas, such as trails or picnic areas.

Response: Comment acknowledged. Please see the revised land use chart in the Statement of Justification. Sheets 5 and 6 of the SPEX Plat show proposed locations of trails and picnic areas and lawns within the open space. The provision of open space on the Property is also referenced in proposed Development Conditions 26.a. and 26.b.

Water Resources

Staff reiterates recommendations from the first referral that the application be revised so that 50-foot buffers from floodplains, intermittent streams, and steep slopes, or 100 feet from scar lines, whichever is greater, are depicted on the plat. All landbays should be outside of floodplains, wetlands, and their buffers. Water resources should be spanned rather than placed in underground culverts.

Response: The Applicant is proposing a 25-foot buffer along the perimeter of the land bays adjacent to environmentally sensitive areas. Additional protection is provided by a reforestation plan for open areas within the major floodplain as shown on Sheet 3 of the SPEX Plat.

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Staff recommends that the service station with drive-through be relocated to the center of the development and not be placed adjacent to floodplains or other sensitive features. Staff also recommends that the applicant provide information regarding water quality, spill containment, and stormwater management measures for the proposed service station, regardless of its location. More specifically, a run-off and secondary containment structure should be integrated into the site design.

Response: Proposed Condition 5. includes a commitment to provide an oil/water separator and the submission of an Emergency Response Plan for the automobile service station. As discussed above, the County's FSM includes requirements for secondary containment. Sheet 3 of the SPEX Plat depicts a BMP facility to provide water quality treatment to mitigate impacts. Proposed Development Condition 6 also concerns the proposed automobile service station use and commits to the incorporation of a water quality design that achieves a 65% phosphorus removal efficiency for Land Bay 3.

Steep & Moderately Steep Slopes

As stated in the first referral, staff recommends that the applicant recalculate steep slopes based on contour lines, rather than soil mapping units, revise the plat to include these areas of steep and moderately steep slopes, and submit a design that respects the integrity of these areas. If the applicant intends to intrude into any moderately steep areas, the applicant should explain what special performance standards or treatments are proposed for those areas.

Response: Comment acknowledged. Sheet 2 of the SPEX Plat has been revised as requested by Staff.

Forest Resources

As stated in the first referral, staff recommends that the applicant commit to Tree Conservation Areas, most especially for those areas associated with steep slopes, moderately steep slopes, streams, intermittent streams, floodplains, and 50-foot floodplain buffers. Because of the close connection between vegetation and water resources, staff also recommends that the applicant revegetate or enhance any degraded areas within the designated tree conservation area, 50-foot floodplain buffers, and the buffer adjacent to the W&OD Trail.

Response: Please see proposed Condition 25., which confirms that a reforestation plan will be prepared for the areas depicted on Sheet 3 of the SPEX Plat. Proposed Condition 26 provides a commitment to the provision of a river and stream corridor landscape and open space buffer of 25-feet, which will also be provided surrounding steep slopes. Should any vegetation be removed from these areas during grading and construction, replacement native species will be planted. A tree conservation area is proposed along portions of the Property's boundary with the W&OD Trail, as discussed in proposed Condition 27.

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Historic Resources

Staff recommends that the entirety of the site be systematically investigated by qualified professionals to ensure the protection of structures and other features of historic or archeological significance in the context of their natural settings. Site design should respect the integrity of these areas and avoid impacts to historic and archaeological resources. Interpretive signage, open spaces, and trails should be integrated into the development to ensure the protection of these resources and to convey their value to the County. Staff also recommends that the applicant complete a narrative of the site findings to convey the historic value of the resources to the community at large. Staff defers to the County Archaeologist regarding the investigations.

Response: Comment acknowledged. Proposed Development Conditions 31. and 32. include a commitment to the submission of a Phase I and Phase II survey respectively for any previously identified archaeological sites. Further, proposed Condition 25. confirms that the County Archaeologist shall be consulted prior to approval of a reforestation plan to ensure that the plan does not have the potential to impact known archeological sites.

Plant and Wildlife Habitats

Staff recommends that the applicant complete resource surveys during the appropriate season to maximize the chance of locating the appropriate species. Staff also recommends that the applicant design the site with greenways and riparian buffers to help prevent habitat fragmentation while providing interconnection with larger contiguous natural open spaces. The applicant should also develop a plan for impact avoidance if the presence of a natural heritage resource is identified.

Response: Comment acknowledged. Please see the proposed Development Conditions. The reforestation plan for open areas within the floodplain will interconnect greenways and create large natural open spaces.

Site Design

Streets, Building Placement, Building Form, and Parking

As located and designed, staff finds that the proposed Commercial Retail and Services uses are not supportive of the office uses. Commercial Retail and Service uses should be situated within the center of the site along Pacific Boulevard and incorporated into the office buildings, where possible, to conveniently serve the Keynote Employment uses.

Response: The office buildings are permitted up to 5% of ancillary personal service uses. It is the intent to market the site to potential commercial users to support the office tenant demands. The supportive service uses within Land Bay 3 allow office to be the predominant feature on the Property and permit maximum visibility along Route 28 and Pacific Boulevard to attract Class A users.

Mr. Marchant Schneider
June 9, 2008
Page Twenty-Nine

The design as proposed does not meet County policies. To achieve a prominent Keynote Employment area, staff recommends the following:

- *Commit to the location of all buildings or building envelopes, parking, sidewalks, crosswalks, parking, and landscape treatments;*
- *Relocate surface and structured parking behind buildings. Create a unified building corridor along Route 28, Pacific Boulevard, and the W&OD Trail. Construct buildings along Route 28 with a minimum of four stories;*
- *Eliminate the bank drive-through lanes;*
- *Limit loading, storage, and mechanical units along Route 28, Pacific Boulevard, and the W&OD Trail. Screen these uses with masonry walls consistent with the building finish and design, and in combination with enhanced planting areas;*
- *Build only the minimum number of required parking spaces;*
- *Screen parking areas through the use of hedges, street trees, depressed parking areas, earthen berms, opaque walls, or fences of a type consistent with the architectural features of the buildings, and in combination with densely planted areas;*
- *Position buildings to create plazas, courtyards, or other features for employees;*
- *Commit to the construction of bus shelters at the three annotated locations;*
- *Provide safe travel routes for pedestrians from parking areas to buildings with demarcated pathways and clear directional signage; and,*
- *Consider gateways, walls, or other design elements along street frontages, along with enhanced landscape plantings.*

Response: Comment acknowledged. Please see Sheet 5 of the revised SPEX Plat, which shows visual gateways and enhanced civic plazas to increase the Property's attractiveness and marketability to first class office users. Further, language has been incorporated into the proposed Design Guidelines and Standards to address Staff's concern. Many of these comments have been addressed elsewhere in this comment response letter.

Service Station & Bank Design

Staff recommends that the applicant provide design details regarding all service station and bank uses, to include motor vehicle circulation, bicycle and pedestrian pathways, signs, lighting, landscaping, the service station canopy, and the convenience mart. The design and materials for these uses should complement the surrounding area in conformance with the Retail Plan. Of particular concern is the service station canopy, which should be designed to reduce its perceived size, preclude light pollution, and complement the surrounding area.

Response: The proposed Design Guidelines and Standards include details regarding the automobile service station and bank. Further, proposed Development Conditions 33. (Construction Fence), 34. (Noise Attenuation Treatment), and 35. (Wetlands Mitigation) include a commitment to the use of mitigation techniques for such uses.

Mr. Marchant Schneider
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Washington & Old Dominion Trail

As stated in the first referral, staff recommends the applicant depict internal pedestrian and bicycle routes on the plat and demonstrate safe and adequate pedestrian and bicycle connectivity with the W&OD Trail. Staff recommends that the applicant coordinate with VDOT and ensure that pedestrian and bicycle facilities are provided on both sides of Pacific Boulevard, to include a 10-foot wide shared-use trail on the west side and a 6-foot wide sidewalk on the east side, along with vegetated buffers of at least 8 feet between the roadway and these pathways. Additionally, the applicant should provide access ramps to the trail from both sides of Pacific Boulevard and connector trails to individual landbays. All bicycle and pedestrian facilities should be in accordance with AASHTO and ADA.

Response: Comment acknowledged. The SPEX plat has been revised to show a sidewalk connection on the east side of Pacific Boulevard and a trail on the west side, consistent with VDOT's plans for Pacific Boulevard. Proposed Development Conditions 39. and 40. provide a commitment to the construction of a trail network (as shown on Sheet 3 of the SPEX Plat) in accordance with AASHTO and ADA standards.

Noise

Staff reiterates comments from the first referral that, using guidance in the both the Revised General Plan and the Countywide Transportation Plan, the applicant investigate the future noise levels associated with Pacific Boulevard and Route 28, and their impact on the property. If noise levels are forecasted to approach or exceed acceptable levels, mitigation strategies should be explored. Staff recommends the applicant pay particular attention to the proposed hotel.

Response: Comment acknowledged. As confirmed in proposed Condition 34., the Applicant shall ensure that internal noise levels in office and hotel buildings is restricted to 45 dBA. Further, the Applicant shall undertake a shell analysis for such uses.

Efficiency

Staff recommends that the applicant modify the Sustainable Design section of the proposed Design Guidelines and Standards to incorporate LEED criteria. The applicant should specify all of the prerequisites for a LEED-certified project and commit to them, in addition to a proposed rating standard (Certified, Silver, Gold, or Platinum.)

Response: Comment acknowledged. Proposed Condition 28. requires the Applicant to seek LEED accreditation for office buildings of a minimum of 50,000 square feet in size. Further, the proposed Design Guidelines and Standards have been updated to provide a number of sustainable design minimum standards, which will be required for each office building at the Property.

Mr. Marchant Schneider
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Page Thirty-One

CIP Comments (comments dated January 24, 2008)

Comment: Staff requests that the applicant commit to a full Phase 1 archaeological survey, conducted by a qualified professional, of the entire project area (with the exception of the Pacific Boulevard road corridor previously tested). This survey will assist in delineating the known sites (and possibly exempting them from further study if they prove to be smaller than anticipated), and will help identify other sites that might exist on the property. Staff recognizes that the applicant has agreed to commit to Phase 2 investigation of Sites 44LD0021 and 44LD0110 where they will be impacted. The remaining sites on the property will still need to be evaluated to determine if further study is needed before they are destroyed. An initial Phase I survey will be an important measure in determining the true impact of the development on the known sites, determining the condition of the sites, and in identifying previously unknown sites.

Response: Comment acknowledged. Proposed Development Conditions 31. and 32. include a commitment to the submission of a Phase I and Phase II survey respectively for any previously identified archaeological sites. Further, proposed Condition 25. confirms that the County Archaeologist shall be consulted prior to approval of a reforestation plan to ensure that the plan does not have the potential to impact known archeological sites.

I hope this addresses the various issues raised by Staff. Please contact me if you have any additional questions or need any additional information.

Sincerely,

Antonio Calabrese (BCL)

Antonio J. Calabrese

cc: Gregory Stassinopoulos, Eugenia Investments, Inc.
Panos J. Kanes, Esq., Eugenia Investments, Inc.
Jack Lewis, Commercial Property Associates
Douglas Kennedy, Patton Harris Rust & Associates, PC
Fred Ameen, Patton Harris Rust & Associates, PC
Mark Thomas, Patton Harris Rust & Associates. PC
Laurie Butakis, Patton Harris Rust & Associates, PC
Rick Donnally, Donnally and Vujacic Associates, LLC
Ben Wales, Cooley Godward Kronish LLP

352025 v7/RE



Antonio J. Calabrese
(703) 456-8650
acalabrese@cooley.com

March 13, 2008

Mr. Kevin Nelson
Virginia Department of Transportation Land Development Division
Transportation Engineer
14685 Avion Parkway
Chantilly, VA 20151



RE: SPEX 2007-0025, Paragon Park Office
SPEX 2007-0034, Paragon Park Hotel
SPEX 2008-0008, Paragon Park Bank
SPEX 2008-0009, Paragon Park Service Station

Dear Kevin:

This letter constitutes our responses to the Department of Transportation ("VDOT") comments regarding the above-referenced special exception application. VDOT review comments are addressed below. Each comment is summarized (noted in *italics*) and followed by our response.

Department of Transportation (comments dated February 8, 2008)

1. Comment: The contribution for the W&OD bridge crossing should be updated or at least list the current value of the previous proffer and condition. This contribution should be provided immediately to the County if the SPEX is approved.

Response: The Applicant has increased the contribution to reflect the current actual value of \$340,980 as requested by staff. However, as agreed previously in SPEX 1991-0033, the Applicant believes it is premature to make such contribution prior to the development of the Property. The Applicant has met with the project coordinator for the Pacific Boulevard project to discuss this and other items, and no issues have been raised regarding the timing.

2. Comment: Only one full access entrance/median crossing will be permitted. Right in right out access in addition to the one crossing are acceptable. The necessary storage for turning vehicles must be accommodated and the spacing will be required to meet the current standard in effect at the time this development is constructed.

Response: Two full access crossings were envisioned in SPEX 1991-0033. In fact, the Applicant has worked closely with the VDOT design process and its engineers have participated in the 2006 value engineering study for the project. The Applicant continues to work with the project coordinator for the Pacific Boulevard public project and the County with regards to finalizing the design for the roadway. The Applicant will revise the SPEX Plat accordingly as the design for Pacific Boulevard moves forward through the Request for Partnership ("RFP") process and when a construction bid has been proposed by a selected design/build contractor.



Kevin Nelson
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Page Two

3. Comment: None of the previous proffers and conditions for the applicant to construct Pacific Boulevard should be released. If not constructed, the actual value of the construction should be provided. The applicant clearly understands the public is constructing Pacific Boulevard and the benefit it provides to the site. Since the development levels were approved on this site with specific contributions and requirements, this office does not support releasing any of the previous financial commitments related to previously receiving increased density on the site. The response to the County comment #5 on page six of the response is completely off base with regards to the benefit the applicant's property will receive from a public project to construct Pacific Boulevard. The right of way would have been required in any case and does not provide any added value to the site because the right of way is necessary in order to develop the site to the density the applicant is seeking or has been previously approved to build. The logic of the right of way for Pacific Boulevard having full developable land value is flawed because the site needs adequate access in order to be developed. Additionally, the applicant would be required to dedicate this right of way in any type of development of the site. This office fully supports the County's calculated figure of contribution to offset the public project expense related to constructing access through the site. If the applicant does not agree to this level of contribution, this office does not support this application.

Response: The Applicant acknowledges staff's comments and offers the following response:

Existing approvals in comparison to proposed development conditions:

SPEX 1991-0033 never envisioned the dedication of right-of-way until the Applicant develops the property. Further, since the previous special exception, the Revised General Plan for the area has been designated as Keynote Employment with attendant density development. The Applicant has met numerous times (Jan. 2nd, Jan. 8th, Jan. 31st, and Feb. 4th) with the Northern Virginia Department District, Location & Design project coordinator regarding VDOT's critical request for right-of-way to accommodate the Pacific Boulevard project. The project coordinator has noted that Pacific Boulevard is a top priority project for the State and is anticipating a construction completion date for sometime in October 2010. A design/build contractor will be selected in June and will begin acquiring right-of-way in late 2008 or early 2009. However, the existing approvals on the Property will limit the design/build contractor's efforts and work in maintaining this construction schedule. The development conditions on the Property require the dedication of right-of-way at various development phases of the site. No development has occurred on the Property; thus, the necessary right-of-way has not been dedicated or is planned to be dedicated within the near future.

The Applicant's proposed applications, slated for an April Planning Commission public hearing, offer the necessary right-of-way and easements for Pacific Boulevard at no cost to VDOT upon approval by the Board of Supervisors. This will allow the design/build contractor to acquire the right-of-way as scheduled to keep the project on track for a completion date in October 2010. If favorable action is taken on these applications, it will also provide VDOT with the flexibility to reallocate funding for other construction activities associated with Pacific Boulevard.



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Timing and unit cost breakdown calculations:

In the event the existing approvals are not rescinded on the Property, it is reasonable to assume VDOT and/or the design/build contractor would have to initiate condemnation proceedings with Loudoun County, which in turn, may delay Pacific Boulevard. To date, no unit cost breakdown has been provided for Pacific Boulevard through the Property. No quantifiable evidence is available to determine the calculated actual cost or public project expense for Pacific Boulevard.

In fact, there is no rational nexus in providing an actual cost given Pacific Boulevard has been fully funded by the County and State. Further, Pacific Boulevard is still within the design phase, as a design/build contractor has not been selected to submit a construction bid proposal to VDOT. Three design/build contractors have been awarded the opportunity to submit technical proposals (design concepts) and price proposals (cost estimates for the design concepts) for Pacific Boulevard on April 11th and April 25th, respectively. The design/build contractors at this time may submit a design which is considerably lower than VDOT's initial cost estimate or is similar to the Applicant's \$3,889,689 cost estimate (box culvert design). Thus, it is premature to analyze the project's expense or actual cost value until such time a bid proposal has been selected for this project.

VDOT's 30 percent revisions and its impacts on the Applicant and the public project:

The W&OD Trail was initially envisioned as an elevated crossing over Pacific Boulevard in SPEX 1991-0033. As the value engineering and design of the Pacific Boulevard 30 percent plans proceeded, VDOT determined it would be difficult to construct the roadway under the W&OD Trail. VDOT cited economical reasons (i.e. relocation of major transmission lines and their associated towers, the NVRPA requirement to elevate the W&OD Trail for the entire distance between Route 28 and Pacific Boulevard and resulting MSE walls on both sides, the NVRPA requirement for replacement land for the entire disturbed area of the W&OD Trail, and delays to the project's schedule in having to deal with the Department of Interior) and the impact to the archeological status of the W&OD Trail as justification to construct the roadway over the W&OD Trail.

The Applicant met with VDOT on numerous occasions to discuss these issues and to offer potential solutions. However, following its deliberations with VDOT, the Applicant reluctantly acquiesced to the 30 percent plans that depicted the W&OD bridge crossing over the W&OD Trail and a CONSPAN crossing over Cabin Branch. Importantly, the 30 percent plans would continue to depict the two full intersections which were vested with the existing approvals on the Property. As part of this 30 percent plan, the Applicant assumed (and voluntarily committed to dedicating) 7.25 acres of right-of-way would be necessary for the construction of the aforementioned improvements for Pacific Boulevard through the Property.

However, subsequent to these discussions, VDOT substantially and unilaterally revised the roadway plans to depict improvements and right-of-way not consistent with the design/character approved for Pacific Boulevard. The roadway plans continue to depict the W&OD Bridge crossing over the W&OD Trail; however, the plans have been revised to reflect a bridge



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Page Four

crossing over Cabin Branch. Further, the latest roadway plans only require 6.76 acres of land for the construction of Pacific Boulevard, which in turn, limits the ability to construct the improvements approved with the existing approvals. The roadway plans offer only one full intersection for Land Bays 5 and 6 and a right-in only intersection into Land Bay 4, which are totally unacceptable changes to the ownership.

VDOT's latest revisions to the 30 percent plans will have a very significant, negative impact on the public project and the Applicant. The right-in only intersection into Land Bay 4 will limit the ability to market the office uses to Class A users as it prohibits efficient traffic operations through the site; that is unpalatable to the owners of this site and inconsistent with Loudoun County's Comprehensive Plan provisions and specific goals for this very site. The redesign of the roadway plan has also increased substantially the cost for funding the public project. This has led VDOT to request assistance from the Applicant to discuss solutions in addressing the funding issues to reduce the budget.

As good faith efforts on the part of the Applicant to keep the project on its critical deadline, it continues to coordinate its efforts with VDOT to address the issues created by the revised roadway design. In fact, the Applicant offers solutions, as discussed below, which may potentially reduce the budget cost for Pacific Boulevard and offer a design for the roadway that is consistent with the existing approvals on the Property.

Proposed improvements associated with the project to mitigate impacts:

The \$3,889,689 cost estimate was exclusive of land dedication as it assumed that the Applicant would construct the roadway through the Property under the existing approvals. As noted above, 6.76 acres of land is necessary for the construction of Pacific Boulevard. Adjacent land similarly zoned (Dulles Berry and Dupont Fabros Development) has been valued at \$7.50 a square foot. Further, the Applicant would like to point out that one of the County Assessors also indicated that commercial land zoned PD-IP is valued at \$10.00 a square foot. Thereby, the Applicant believes the land dedication equates to approximately \$2,944,656. It is reasonable to assume that if the cost estimate was revised to reflect the necessary right-of-way, the Pacific Boulevard cost would be increased to \$6,834,345. The Applicant submits that the proposed development conditions will mitigate the cost estimate for a design that protects the W&OD Trail, environmental features, and is also in accordance with VDOT standards.

The Applicant is dedicating 6.76 acres of valuable land at no cost to VDOT for the construction of Pacific Boulevard. All necessary easements for construction activities and storm drainage located outside of the right-of-way will also be dedicated or conveyed to VDOT at no cost. The 3.8 acres of land for the easements can be valued at approximately \$1,655,280 (\$10.00 per square foot). Further, the Applicant is willing to convey an acre of land to VDOT or the design/build contractor to establish a field office during construction activities for Pacific Boulevard at no cost.

The development conditions include a contribution of \$1.00 per net square foot of office space, up to a total value of \$1,000,000 toward regional road improvements. The Applicant has met



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with NVRPA staff regarding the relocation of the W&OD Trail parking lot at the intersection of Steeplechase Drive and Route 28. The Applicant's coordination with NVRPA will result in the dedication of up to 1.2 acres of land at no cost to VDOT for the use of a parking lot associated with the W&OD Trail. The value of this property is valued at \$522,000 (\$10.00 per square foot).

Right-of-way for the Nokes Boulevard improvements at Route 28 will be dedicated at no cost to VDOT. The acre of land for the Nokes Boulevard/Route 28 improvements can be valued at approximately \$435,600 (\$10.00 per square foot), subject to the pending receipt of the VDOT assessment. In fact, the Applicant has also signed Right-of-Entry Agreements for the Nokes Boulevard/Route 28 improvements to VDOT to permit construction activities on the Property prior to receiving the finalized value assessment for the land.

The Applicant is committed to installing three bus shelters along Pacific Boulevard and assumes that each bus shelter will cost approximately \$10,000 to install on the Property. The proposed development conditions also include language requiring the Applicant to initiate Traffic Demand Management ("TDM") strategies to promote carpooling and/or vanpooling programs, and ride matching services.

The proposed development conditions include language requiring the construction of on-site signals which the Applicant believes will cost \$600,000 to construct within the Property. The Applicant has updated the contribution toward the W&OD Bridge crossing to \$343,980 as requested by County and VDOT staff. In addition to improvements and land dedication, the Applicant has paid \$317,542.80 in Route 28 taxes over 20 years, which can be used toward capital facilities and roadway projects within this corridor.

In total, the Applicant is providing approximately \$7,849,058.80 of transportation or transit related improvements to mitigate impacts and believes there is no need to share in the cost of the construction for Pacific Boulevard.

Applicant and VDOT cooperation and coordination regarding the Pacific Boulevard/Severn Way roadway design:

VDOT's latest roadway design depicts the southern portion of the Pacific Boulevard/Severn Way intersection as a five-lane section. The northern portion of the intersection will remain a four-lane section. The issue is that when a traffic signal is warranted for this intersection, it will require a southbound left turn lane which has not been accommodated within the current VDOT alignment or design of Pacific Boulevard.

The Pacific Boulevard public project only encompasses the right-of-way from the W&OD Bridge Crossing north to the southern portion of this intersection. The Nokes Boulevard and Route 28 interchange project's limits end to the north of Severn Way at Tax Map 80 ((34CM)), Parcel A and Tax Map 80 ((2)), Parcel 2. Therefore, VDOT is not installing or has planned any improvements for the section of Pacific Boulevard between Nokes Boulevard and Severn Way to accommodate the southbound left turn lane. The Applicant cannot construct the



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March 13, 2008
Page Six

improvement as it is off-site and does not have the right of condemnation to take right-of-way from the north side of Severn Way to install the southbound left turn lane.

Nonetheless, the Applicant is willing to work with VDOT and the County to address this issue and to assist in the construction of the left-turn lane at this intersection. The Applicant is willing to include a development condition stating that when the southbound left-turn lane is warranted and if right-of-way on the north side of Severn Way is provided at no cost to construct the improvement, the Applicant will install the southbound left turn lane.

AASHTO desirable standards impacts on Pacific Boulevard

The proposed design speed of 45 MPH for the Urban Collector Road exceeds the recommendations in the Countywide Transportation Plan ("CTP") for a 40 MPH design speed. The 45 MPH design speed increases turn lane lengths, vertical curves and rates of pavement transitions. VDOT had previously mentioned that a 50 MPH design speed was initially determined. However, the Applicant would like to point out that a 40 MPH design speed would still allow the road to be posted at 35 MPH.

The application of the AASHTO desirable standards for turn lanes include storage area, deceleration length, and taper that significantly increases turn lane lengths and access locations. The recommendation for dual lanes with a 515-ft turn lane and a 150-ft taper will significantly increase pavement and may hinder traffic operations. Since the existing section of Pacific Boulevard south of the W&OD Trail is constructed with turn lane bays of 350 ft lanes/100 ft tapers and the section of Pacific south of Route 625 has 250 ft turns/100 ft tapers, the recommended AASHTO standards for the new project lanes are not consistent with existing street character. Note that north of Severn Way, Pacific Boulevard is programmed or built as a 4 lane undivided collector.

The increase in turn lane lengths and limited access locations have also created a roadway design that is not consistent with the existing approvals. As noted above, two full access crossings were envisioned in SPEX 1991-0033 (Intersection No. 1 (Buckminster Court) and Intersection No. 2 (Halstead Court east of Pacific Boulevard/Chadron Court west of Pacific Boulevard)). VDOT's latest design depicts a right-in only entrance at Intersection No. 1 due to the application of the AASHTO desirable standards through the Property. The Applicant has enclosed a full intersection design (see Exhibit 1) that meets AASHTO and VDOT minimum standards required for full turning movements at this intersection. The Applicant believes this design will require no future improvements (i.e. grading, Cabin Branch bridge reconstruction, and etc.) to Pacific Boulevard to promote efficient traffic operations. Further, please find enclosed as Exhibit 2, an example of the Applicant's efforts to resolve the design issue with the project coordinator for Pacific Boulevard.

The current VDOT calculations show 1.5 times the average queue, based on the Synchro (signal timing) files. This increases the storage requirements in relation to the typical approach of verifying if the storage area can accommodate the 95th percentile queues for the peak hours. Further, the turn lane calculations include adjustments based on the grade of the roadway.



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March 13, 2008
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However, the references include adjustments to grades based on design standards for interchanges and high volume/controlled-access roads. Therefore, applications of interchange standards are being applied to an urban collector road in VDOT's current design of Pacific Boulevard.

Lastly, the designs do not include references to the approved land use plan (SPEX 1991-0033) for by-right office/warehouse uses on the Property. The approved land use plan included full access (all turns) at two locations south of the Cabin Branch floodplain.

4. Comment: The drainage easements for the SWM facilities should be indicated as being provided by the applicant.

Response: Although it has always been envisioned to do so, the Applicant will revise the draft condition language to clarify that drainage easements will be provided by the Applicant.

5. Comment: Fee right of way should be provided around the bridge crossing area on Pacific Boulevard.

Response: The Applicant respectfully points out that all necessary right-of-way for the construction of Pacific Boulevard (inclusive of the bridge crossing area) will be dedicated at no cost to VDOT.

6. Comment: A traffic impact study indicating the storage lengths for the turn lanes should be provided. Additionally, this site will be required to submit studies under the 527 program when the site plans are submitted. This requirement could significantly delay any VDOT approvals or permits if it is not addressed early on in the site plan development process. This should include any banquet facilities a possible hotel on the site might contribute to the traffic impacts.

Response: The Applicant shall submit a 527 traffic impact assessment in accordance with VDOT regulations at time of site plan for the various proposed uses.

7. Comment: Coordination of this site development with the public project will be required once the site development begins.

Response: The Applicant is currently working cooperatively with the project coordinator and the County to coordinate the development of the Property with the public project. Further, the Applicant does not anticipate any site development until such time Pacific Boulevard has been constructed through the Property.



Kevin Nelson
March 13, 2008
Page Eight

I hope this addresses the various issues raised by VDOT staff. Please contact me if you have any additional questions or need any additional information.

Sincerely,

A handwritten signature in cursive script that reads "Antonio J. Calabrese".

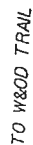
Antonio J. Calabrese

cc: Marchant Schneider, Loudoun County Department of Planning
Jim Zeller, Virginia Department of Transportation
Susan Shaw, Virginia Department of Transportation
Christiana Briganti-Dunn, Virginia Department of Transportation
Gregory Stassinopoulos, Eugenia investments, Inc.
Panos J. Kanes, Esq., Eugenia Investments, Inc.
Jack Lewis, Commercial Property Associates
Douglas Kennedy, Patton Harris Rust & Associates, PC
Fred Ameen, Patton Harris Rust & Associates, PC
Mark Thomas, Patton Harris Rust & Associates, PC
Laurie Butakis, Patton Harris Rust & Associates, PC
Rick Donnally, Donnally and Vujacic Associates, LLC
Jason Rogers, Cooley Godward Kronish LLP

354125 v5/RE



ParagonFark
Landbay 4



NOT FOR CONSTRUCTION
PLANS SUBJECT TO FURTHER ENGINEERING,
UTILITY RELOCATION AND ADDITIONAL ROW

PROPOSED MEDIAN MODIFICATIONS

MARCH 10, 2008

PREPARED BY:

ROUTE 1036 - PACIFIC BLVD
EUGENIA INVESTMENTS, INC.

EXHIBIT 1 - DRAFT INTERSECTION #1 FULL ACCESS
SHEET 1 OF 1

Patten Harrie Rust & Associates, Inc.
Engineers, Surveyors, Planners, Landscape Architects

P+R+A

200 North Rogers, S.E.
Lawrence, IA 66044
T 913/774-2600
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VDOT 30% PLAN (JAN.16.2008)
STATE PROJ.NO.1036-053-303

**ADDITIONAL PAVEMENT
ASSOCIATED WITH ALTERNATE PLAN
FOR FULL ACCESS AT INTERSECTION 61**

44 45 0
Impressment
JMS

PLATE NO.	INVOICE	TRAFFIC NO.	ENTRY NO.
	1036-053-303	14002-0	

EXHIBIT

1

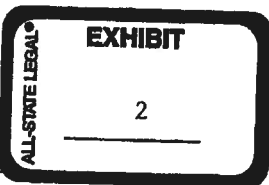
\\3-6-08 Pacific Blvd Exhibit1.dgn 3/10/2008 6:57:06 PM

Patton Harris Rust & Associates
Engineers. Surveyors. Planners. Landscape Architects.



14532 Lee Road
Chantilly, Virginia 20151-1679
T 703.449.6700
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Memorandum



To: Christiana Briganti-Dunn, P.E.
Organization/Company: VDOT L&D
Douglas R. Kennedy – PHRA
From: Jason Rogers – Cooley
Date: February 6, 2008
Project Name/Subject: VDOT Changes to Pacific Boulevard Plans @ ParagonPark Land Bay 4
PHR+A Project file Number: 14182-1-0
cc: ParagonPark Team

Per your email request in consideration of the design options for Pacific Boulevard between Halstead Road (first intersection north of W&OD Trail crossing, intersection #1 in the land use applications: SPEX 2007-0025, SPEX 2007-0034, SPEX 2008-0008, and SPEX 2008-0009) and the Cabin Branch floodplain crossing, you requested a summary of access considerations should VDOT pursue the design plans as presented to Loudoun County Staff and ParagonPark Team members on January 31, 2008.

The following paragraphs and access issues are an initial assessment of impacts to the submitted January 2008 land use applications and current approvals associated with the SPEX 1991-0033.

VDOT Design as Modified

Changes from 2007 plans:

1. VDOT's plans show increased R.O.W. for wider median (all land from west).
2. VDOT has removed the median crossover into Land Bay 4 (No lefts.).
3. Revised roadway plans depict access to allow southbound right-in only movements on Pacific Boulevard (No outbound trips.).

Impacts:

1. Requires interparcel connection to Land Bay 5 across wetlands to allow egress from site.
2. Redesign of Master Plan for new circulation.
3. The property owner will have to revise the special exception applications submitted with Loudoun County to illustrate the interparcel connector.

Issues:

1. Development of 'by-right' office-warehouse plan west of Pacific Boulevard requires changes in approved plan, as no access to the adjoining land bays were shown in Subdivision plans.
2. The property owner will need to receive a Corp of Engineers wetlands permit for new internal road crossing between Land Bay 4 and 5, to the south to allow egress from the site to a VDOT public street. Currently, no modifications of the wetland are required to develop land Bay 4, beyond the work associated with the Pacific Boulevard improvements.
3. The property owner can not build Land Bay 4 without interparcel access road to Land Bay 5.

4. Signage for internal employment uses becomes an issue since traffic traveling northbound on Pacific Boulevard from Dulles 28 Centre will have limited opportunity to identify street addresses in Land Bay 4.
5. Development of Land Bay 4 would require road improvements to be constructed in Land Bay 5 prior to development. This will limit phasing opportunities to develop property subject to individual tenant needs and market conditions.
6. The property value for Land Bay 4 will be reduced due to increased infrastructure costs to develop the land bay and increased egress complexity through Land Bay 5.
7. The interparcel connector will require a redesign of traffic/parking circulation for access to Land Bay 5, west of Halstead, to accommodate the increased trips. The illustrative plan envisioned an access aisle with parking adjacent to the wetlands in the current submission to Loudoun County.
8. Emergency access to/from Pacific Boulevard may limit development value.
9. Access to the north and west for this parcel is limited and uneconomical due to the location of significant 100-year floodplain for Cabin Branch and Broad Run stream corridors.

VDOT Design modified as right-in/out access

Change:

1. Aforementioned in the scenario above, except for outbound right turn access from Land Bay 4 to southbound Pacific Boulevard.

Impacts:

1. The property will have to seek a Zoning Administrator interpretation to determine if the removal of median crossover access provided by VDOT from the approved development plan constitutes a substantial change in development rights as zoned.
2. The property owner will have to revise the special exception applications submitted with Loudoun County to eliminate lefts in/lefts out.

Issues:

1. The property owner will need to receive a Corp of Engineers wetlands permit for the new internal road crossing between Land Bay 4 and Land Bay 5 to the south to avoid U-turns on Pacific Boulevard.
2. If U-turns are not allowed, the property owner can not build Land Bay 4 without interparcel access road to Land Bay 5 (see issues above).
3. If no interparcel access provided, inbound trips from the south would likely make U-turns at the Cabin Branch bridge, decreasing safety of the new facility.
4. If no interparcel access provided, inbound trips from the south would need to make U turns at the future Severn Way/Pacific Boulevard intersection, signalized by the developer as proposed when warranted. Vehicle movements with 2 SB lanes may be difficult to execute with trucks. Warehouse and offices uses could develop by-right.
5. If no interparcel access is provided to Land Bay 5, traffic exiting Land Bay 4 with destinations to the north would have to weave across Pacific Boulevard and make a U-turn at intersection #2. This movement is already a double turn and the receiving lanes for U-turn movement would reduce the signal capacity. With the VDOT storage and deceleration suggested in the designs, the weaving and access to the innermost left turn may be a significant safety hazard.

Additional Improvements/Benefits associated with SPEX 2007-0025, SPEX 2007-0034, SPEX 2008-0008, and SPEX 2008-0009

Further, the property owner would like to point out, as part of the pending special exception applications, is offering a host of meaningful and substantial improvements to VDOT and Loudoun County including:

1. The Owners have signed Right-of-Entry Agreements for the Nokes Boulevard/Route 28 improvements to VDOT to permit construction activities on the Property prior to receiving a finalized value assessment for the land.
2. The Owners are willing to dedicate approximately up to an acre of right-of-way for the Nokes Boulevard improvements at Route 28 will be dedicated at no cost to VDOT.
3. The dedication of 1.5 acres of land (as reflected on the pending special exception plat) at no cost to VDOT or to the Northern Virginia Regional Park Authority for the important W&OD Trail replacement parking lot. At \$10 per sq. ft., this 1.5 acre dedication represents a value of over \$650,000.
4. The Owners are willing to dedicate right-of-way for Pacific Boulevard, at no cost to VDOT.
5. In addition to right-of-way for Pacific Boulevard, the pending special exceptions commit to the associated stormwater management, temporary construction and maintenance easements to foster the construction of Pacific Boulevard across the totality of this Property. These associated improvements will be conveyed to VDOT at no cost.
6. The special exception applications include a commitment to providing a \$340,000+ (year 2008 CCI value) contribution toward the W&OD bridge crossing.
7. The draft and submitted development conditions propose a regional road contribution of up to \$1,000,000 to Loudoun County.
8. The Owners have committed to the installation of bus shelters along Pacific Boulevard, as well as the installation of traffic signals when warranted for Pacific Boulevard on its site (at a substantial cost).

We appreciate your personal commitment to working with us and would be most grateful for your support and cooperation on this matter to maintain Intersection # 1 as a full intersection. We would appreciate your input from the engineers after they have had an opportunity to review the concept plan discussed on Monday.

352985 v2/RE

THIS IS A VERY CONCEPTUAL COST ESTIMATE AND SHOULD BE REVISED AS SOON AS PLANS BECOME AVAILABLE

PARAGON PARK--VDOT PLAN

SDS No.: 0804222

LAND DEVELOPMENT CONCEPTUAL COST ESTIMATE

SUMMARY:

LF OF ROAD =

2500

TOTAL

COST COST PER LF

DESCRIPTION	COST	COST PER LF
CLEARING & DEMOLITION	\$ 35,604	14
EARTHWORK AND GRADING	801,861	321
SEDIMENT CONTROL	49,168	20
SILT CONTROL MAINT & REMOVAL	12,292	5
SANITARY SEWER	0	0
WATER SYSTEM	0	0
STORM SEWER	1,316,905	527
CURB & GUTTER	283,730	113
SIDEWALKS	56,337	23
TRAILS	59,292	24
PAVING/STONE BASE	656,274	263
PAVING/ASPHALT BASE/PRIME	420,085	168
FINAL PAVING	258,914	104
STREET LIGHTS	26,088	10
SIGNS	5,000	2
LANDSCAPING	111,880	45
SUBTOTAL	\$ 4,093,429	1,637
20% CONTINGENCY	818,686	327
GRAND TOTAL	\$ 4,912,115	1,965

Please see attached "Notes" page for qualifications and assumptions.

PARAGON PARK--VDOT PLAN

DESCRIPTION

TAKEOFF UNIT

UNIT

EXTENSION

TOTAL

NOTES

CLEARING & DEMOLITION				35,604.05	Conceptual quantities
CLEARING	4.12 AC	7,562.02	31,181.14		Assumes 30% wooded
CLEARING	0.50 AC	7,562.02	3,796.27		Ponds: Assumes 30% wooded
DEMO EX FENCE	373 LF	1.68	626.64		
EARTHWORK AND GRADING				801,860.94	
ROAD:					Conceptual quantities
STRIP TOPSOIL TO STOCK FOR RESPREAD	4,400 CY	2.87	12,628.00		
STRIP TOPSOIL TO HAUL OFF	16,400 CY	18.37	301,235.20		
CUT TO STR'L FILL	34,250 CY	2.87	98,297.50		
IMPORT TO STR'L FILL	14,150 CY	20.20	285,897.92		
ROUGH GRADE STREETS	22,835 SY	0.71	16,148.18		
ROUGH GRADE GREEN AREAS	39,595 SY	0.51	20,000.34		
ROUGH GRADE MEDIANS	1,468 SY	3.03	4,448.80		
FINE GRADE R/W	9,199 SY	1.01	9,293.24		
POND:					
STRIP TOPSOIL TO STOCK FOR RESPREAD	900 CY	2.87	2,583.00		
STRIP TOPSOIL TO HAUL OFF	1,800 CY	18.37	33,062.40		
CUT TO STR'L FILL	4,038 CY	2.87	11,589.06		

SITE DEVELOPMENT SERVICES, INC.

PARAGON PARK--VDOT-PHRA PLAN (2).xls Printed 5/5/2008

EXHIBIT

B

THIS IS A VERY CONCEPTUAL COST ESTIMATE AND SHOULD BE REVISED AS SOON AS PLANS BECOME AVAILABLE.

PARAGON PARK--VDOT PLAN	TAKEOFF	UNIT	EXTENSION	TOTAL	
DESCRIPTION	QUANTITY	TYPE	PRICE	COST	NOTES
IMPORT TO STR'L FILL	128	CY	20.20	2,586.21	
ROUGH GRADE GREEN AREAS	8,099	SY	0.51	4,091.08	
SEDIMENT CONTROL				49,167.57	
ALLOWANCE PER DISTURBED ACRE	13.74	AC	3,188.97	43,831.17	Road
ALLOWANCE PER DISTURBED ACRE	1.67	AC	3,188.97	5,336.40	Ponds
SILT CONTROL MAINT & REMOVAL				12,291.89	
ALLOWANCE	25%	LS	49,168	12,291.89	
SANITARY SEWER				0.00	
WATER SYSTEM				0.00	
STORM SEWER				1,316,904.88	
RCP CLASSES II & III:					
18" RCP CL II & III	120	LF	30.96	3,715.69	
24" RCP CL II & III	2,671	LF	39.41	105,271.59	Assumes size & type
60" RCP CL III	464	LF	137.05	63,591.87	
ASTM C-361 CLASS A-25, B-25 & C-25:					
36" ASTM C-361	150	LF	78.43	11,764.72	Pond outlet pipe. Assumes size & type
BOX CULVERT/CON SPAN:					
12X12 QUAD BOX CULVERT	142	LF	5,731.44	813,864.48	
12X12 QUAD BC WING WALLS	2	EA	31,092.18	62,184.36	
STRUCTURES:					
CURB INLETS--7VF	31	EA	3,879.74	120,271.90	
END SECTIONS:					
ES-1 18"	2	EA	507.04	1,014.08	
ES-1 24"	4	EA	589.26	2,357.06	
ES-1 36"	2	EA	1,285.42	2,570.84	
ES-1 60"	4	EA	2,603.73	10,414.90	
DITCHES:					
CLI DRY RIP RAP	480	SY	58.64	28,148.74	40sy per ES
SWM PONDS:					
POND OUTLET STRUCTURES	2	EA	10,000.00	20,000.00	Allowance
CONCRETE CRADLE	36	CY	177.40	6,386.24	
STONE WRAP	36	CY	63.36	2,280.80	
CLAY CORE TRENCH	3,650	CY	17.28	63,067.62	Assumes 5cy/LF
CURB & GUTTER				283,730.26	
CURB & GUTTER	5,079	LF	15.00	76,185.00	
CURB	3,156	LF	14.25	44,973.00	
UD-2 MEDIAN UNDERDRAIN	1,578	LF	55.44	87,484.32	
UD-4 C&G UNDERDRAIN	5,079	LF	14.78	75,087.94	
SIDEWALKS				56,337.04	
HANDICAP RAMPS	11	EA	566.47	6,231.21	
4" CONC. SIDEWALK	1,473	SY	28.32	41,720.78	
4" 21-A BASE	1,473	SY	5.69	8,385.05	\$24.75 ton

THIS IS A VERY CONCEPTUAL COST ESTIMATE AND SHOULD BE REVISED AS SOON AS PLANS BECOME AVAILABLE.

PARAGON PARK--VDOT PLAN DESCRIPTION	TAKEOFF QUANTITY	UNIT TYPE	UNIT PRICE	EXTENSION PRICE	TOTAL COST	NOTES
TRAILS					59,292.26	
10' ASPHALT TRAIL	2,232	SY	26.56	59,292.26		
PAVING/STONE BASE					656,273.54	
13.5" STONE UNDER CURB	8,235	LF	5.83	48,020.05		
FINE GRADE	22,833	SY	0.75	17,018.80		
3" OGD	22,833	SY	4.43	101,093.11	\$19.25 ton	
8" CEMENT TREATED AGGREGATE	22,833	SY	21.47	490,141.58		Per inch depth
PAVING/ASPHALT BASE/PRIME					420,085.19	
6" ASPHALT BASE (115#)	22,833	SY	18.40	420,085.19	\$53.33 ton	
FINAL PAVING					258,913.89	
1.5" FINAL ASPHALT PAVING	22,833	SY	4.96	113,339.82	\$57.55 ton	
2" INTERMEDIATE ASPHALT PAVING	22,833	SY	6.38	145,574.07	\$55.44 ton	
STREET LIGHTS					26,087.60	
STREET LIGHT ALLOWANCE	7	EA	3,726.80	26,087.60		
SIGNS					5,000.00	
STREET SIGN ALLOWANCE	2,500	LF	2.00	5,000.00		
WALLS :						
MSE RETAINING WALLS	7,150	SF	37.27	266,466.20		Assumes avg height=7'
SAFETY BARRIER ALLOWANCE	1,025	LF	36.59	37,505.16		
LANDSCAPING					111,879.80	
RESPREAD TOPSOIL	5,300	CY	5.00	26,503.65		
FINE GRADE/SEED/MULCH/FERTILIZE	49,162	SY	1.12	54,965.47		All green areas.
STREET TREES ALLOWANCE	102	EA	298.14	30,410.69		
END OF ESTIMATE						

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PARAGON PARK--PHR&A PLAN

SDS No.: 0804222

LAND DEVELOPMENT CONCEPTUAL COST ESTIMATE

SUMMARY:

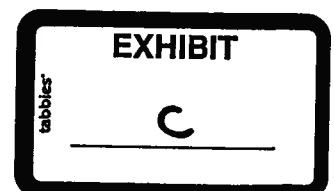
LF OF ROAD = 2500



DESCRIPTION	TOTAL COST	COST PER LF
CLEARING & DEMOLITION	\$ 35,604	14
EARTHWORK AND GRADING	851,220	340
SEDIMENT CONTROL	49,168	20
SILT CONTROL MAINT & REMOVAL	12,292	5
SANITARY SEWER	0	0
WATER SYSTEM	0	0
STORM SEWER	1,317,890	527
CURB & GUTTER	276,755	111
SIDEWALKS	54,954	22
TRAILS	59,292	24
PAVING/STONE BASE	697,415	279
PAVING/ASPHALT BASE/PRIME	449,268	180
FINAL PAVING	276,900	111
STREET LIGHTS	26,088	10
SIGNS	5,000	2
LANDSCAPING	114,442	46
SUBTOTAL	\$ 4,226,288	1,691
20% CONTINGENCY	845,258	338
GRAND TOTAL	\$ 5,071,545	2,029

Please see attached "Notes" page for qualifications and assumptions.

PARAGON PARK--PHR&A PLAN DESCRIPTION	TAKEOFF QUANTITY	UNIT TYPE	UNIT PRICE	EXTENSION PRICE	TOTAL COST	NOTES
CLEARING & DEMOLITION					35,604.05	Conceptual quantities
CLEARING	4.12	AC	7,562.02	31,181.14		Assumes 30% wooded
CLEARING	0.50	AC	7,562.02	3,796.27		Ponds: Assumes 30% wooded
DEMO EX FENCE	373	LF	1.68	626.64		
EARTHWORK AND GRADING					851,219.88	Conceptual quantities
ROAD:						
STRIP TOPSOIL TO STOCK FOR RESPREAD	4,680	CY	2.87	13,431.60		
STRIP TOPSOIL TO HAUL OFF	17,500	CY	18.37	321,440.00		
CUT TO STR'L FILL	36,500	CY	2.87	104,755.00		
IMPORT TO STR'L FILL	15,100	CY	20.20	305,092.48		
ROUGH GRADE STREETS	24,422	SY	0.71	17,270.22		
ROUGH GRADE GREEN AREAS	40,624	SY	0.51	20,519.93		
ROUGH GRADE MEDIANS	1,478	SY	3.03	4,480.83		
FINE GRADE R/W	10,213	SY	1.01	10,318.07		
POND:						
STRIP TOPSOIL TO STOCK FOR RESPREAD	900	CY	2.87	2,583.00		
STRIP TOPSOIL TO HAUL OFF	1,800	CY	18.37	33,062.40		
CUT TO STR'L FILL	4,038	CY	2.87	11,589.06		



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PARAGON PARK--PHR&A PLAN	TAKEOFF	UNIT	EXTENSION	TOTAL	
DESCRIPTION	QUANTITY	TYPE	PRICE	COST	NOTES
IMPORT TO STR'L FILL	128	CY	20.20	2,586.21	
ROUGH GRADE GREEN AREAS	8,099	SY	0.51	4,091.08	
SEDIMENT CONTROL				49,167.57	
ALLOWANCE PER DISTURBED ACRE	13.74	AC	3,188.97	43,831.17	Road
ALLOWANCE PER DISTURBED ACRE	1.67	AC	3,188.97	5,336.40	Ponds
SILT CONTROL MAINT & REMOVAL				12,291.89	
ALLOWANCE	25%	LS	49,168	12,291.89	
SANITARY SEWER				0.00	
WATER SYSTEM				0.00	
STORM SEWER				1,317,890.20	
RCP CLASSES II & III:					
18" RCP CL II & III	120	LF	30.96	3,715.69	
24" RCP CL II & III	2,696	LF	39.41	106,256.91	Assumes size & type
60" RCP CL III	464	LF	137.05	63,591.87	
ASTM C-361 CLASS A-25, B-25 & C-25:					
36" ASTM C-361	150	LF	78.43	11,764.72	Pond outlet pipe. Assumes size & type
BOX CULVERT/CON SPAN:					
12X12 QUAD BOX CULVERT	142	LF	5,731.44	813,864.48	
12X12 QUAD BC WING WALLS	2	EA	31,092.18	62,184.36	
STRUCTURES:					
CURB INLETS--7VF	31	EA	3,879.74	120,271.90	
END SECTIONS:					
ES-1 18"	2	EA	507.04	1,014.08	
ES-1 24"	4	EA	589.26	2,357.06	
ES-1 36"	2	EA	1,285.42	2,570.84	
ES-1 60"	4	EA	2,603.73	10,414.90	
DITCHES:					
CLI DRY RIP RAP	480	SY	58.64	28,148.74	40sy per ES
SWM PONDS:					
POND OUTLET STRUCTURES	2	EA	10,000.00	20,000.00	Allowance
CONCRETE CRADLE	36	CY	177.40	6,386.24	
STONE WRAP	36	CY	63.36	2,280.80	
CLAY CORE TRENCH	3,650	CY	17.28	63,067.62	Assumes 5cy/LF
CURB & GUTTER				276,754.71	
CURB & GUTTER	4,994	LF	15.00	74,905.50	
CURB	3,050	LF	14.25	43,467.20	
UD-2 MEDIAN UNDERDRAIN	1,525	LF	55.44	84,555.15	
UD-4 C&G UNDERDRAIN	4,994	LF	14.78	73,826.86	
SIDEWALKS				54,954.29	
HANDICAP RAMPS	11	EA	566.47	6,231.21	
4" CONC. SIDEWALK	1,432	SY	28.32	40,569.42	
4" 21-A BASE	1,432	SY	5.69	8,153.65	\$24.75 ton

THIS IS A VERY CONCEPTUAL COST ESTIMATE AND SHOULD BE REVISED AS SOON AS PLANS BECOME AVAILABLE.

PARAGON PARK--PHR&A PLAN	TAKEOFF	UNIT	EXTENSION	TOTAL	
DESCRIPTION	QUANTITY	TYPE	PRICE	COST	NOTES
TRAILS					
10' ASPHALT TRAIL	2,232	SY	26.56	59,292.26	
PAVING/STONE BASE					
13.5" STONE UNDER CURB	8,044	LF	5.83	46,906.46	
FINE GRADE	24,419	SY	0.75	18,201.09	
3" OGD	24,419	SY	4.43	108,115.96	\$19.25 ton
8" CEMENT TREATED AGGREGATE	24,419	SY	21.47	524,191.32	Per inch depth
PAVING/ASPHALT BASE/PRIME					
6" ASPHALT BASE (115#)	24,419	SY	18.40	449,268.16	\$53.33 ton
FINAL PAVING					
1.5" FINAL ASPHALT PAVING	24,419	SY	4.96	121,213.44	\$57.55 ton
2" INTERMEDIATE ASPHALT PAVING	24,419	SY	6.38	155,686.99	\$55.44 ton
STREET LIGHTS					
STREET LIGHT ALLOWANCE	7	EA	3,726.80	26,087.60	
SIGNS					
STREET SIGN ALLOWANCE	2,500	LF	2.00	5,000.00	
WALLS :					
MSE RETAINING WALLS	7,150	SF	37.27	266,466.20	Assumes avg height=7'
SAFETY BARRIER ALLOWANCE	1,025	LF	36.59	37,505.16	
LANDSCAPING					
RESPREAD TOPSOIL	5,580	CY	5.00	27,903.84	
FINE GRADE/SEED/MULCH/FERTILIZE	50,202	SY	1.12	56,127.35	All green areas.
STREET TREES ALLOWANCE	102	EA	298.14	30,410.69	
END OF ESTIMATE					

Eugenia Investments, Inc.
ParagonPark – Special Exception

STATEMENT OF JUSTIFICATION

Revised June 3, 2008



Project Summary:

Eugenia Investments, Inc. (the "Applicant") is the owner of approximately 150 acres (the "Property") located in the northwest quadrant of the intersection of Route 28 and the Washington and Old Dominion Trail, entirely south of Severn Way, as indicated on the enclosed vicinity map. The Property bears Loudoun County Tax Map Number 80 ((1)) 2, and is also known as Parcel Identification Number 043 39 1396.

The Property is currently zoned PD-IP under the 1972 Zoning Ordinance and is entirely vacant. It lies within the Ldn 60 noise contour 1 Mile buffer of the Airport Impact Overlay District for Dulles International Airport. The Cabin Branch traverses the Property from east to west and there is major floodplain along the Cabin Branch and along the western edge of the Property.

Currently, use of the Property is subject to the development conditions associated with Special Exception 1991-0033, a copy of which is attached hereto as Exhibit A (the "Existing Development Conditions"). The purpose of this Special Exception (SPEX) application is to permit up to 100 percent office use, a hotel site, all auxiliary uses (such as, but not limited to, a bank with drive-through teller lanes, an automobile service station, and restaurant excluding drive-in eating establishments) to principal and permissible uses, and warehousing, all as shown on the accompanying Special Exception Plat (the "Plat"). Further, this application seeks to supersede all development conditions applicable to the Property. Applicant has included Proposed Development Conditions as Exhibit B.

Compliance with Comprehensive Plan:

The Property is within the Suburban Policy Area and, according to the Land Use Map of the Revised General Plan, is entirely planned for Keynote Employment. Keynote Employment areas are defined as one hundred percent premier office or research and development centers supported by ancillary retail and personal services for employees. The Comprehensive Plan contemplates that such high visibility areas, such as those along Route 28, will be used for corporate headquarters. As such, the Existing Development Conditions conflict with the Comprehensive Plan. The proposed office use, however, is consistent with the land use recommendations of the Comprehensive Plan.

The Comprehensive Plan provides guidance concerning the mix of land use on properties designated as Keynote Employment areas. The following chart provides the land use mix recommended by the Comprehensive Plan and the land use mix proposed by this application:

	Minimum Recommended	Maximum Permitted	Proposed (%)	Proposed (approximate acreage)
Regional Office	70%	85%	64.3%*	90
Commercial Retail and Services	0%	10%	6.4%	8.9
Public and Civic	5%	No Maximum	5.3%	7.5
Public Parks & Open Space	10%	No Maximum	24%	33.6
Total			100%	140**

* Property includes approximately 35 acres of Major Floodplain

** Property includes approximately 10.5 acre dedication of right-of-way for the construction of Pacific Boulevard

As set out above, the total acreage of the Property is reduced by approximately 10.5 acres to approximately 140 acres due to the proposed dedication of RoW necessary for the construction of Pacific Boulevard. In addition, the overall development potential of the Property is further reduced by the existence of a significant amount of major floodplain on the Property. However, the chart confirms that the proposed development is in accordance with the guidance of the Comprehensive Plan.

Coordination with VDOT and Other Agencies on Pacific Boulevard Extension

Over the last two years, the Applicant has worked closely with the Virginia Department of Transportation to facilitate the planned extension of Pacific Boulevard from the W & OD Trail (the "Trail") north to Severn Way, with planned completion in the 2010-2011 timeframe. Although Applicant is already obligated to dedicate certain land for such extension, the Applicant has undertaken a large amount of time and effort to create a proposal that will reinforce commitments already agreed to and to address a modified alignment for Pacific Boulevard shown in latest VDOT designs. Applicant is willing to accommodate this revised alignment by dedicating the needed land on approval of the SPEX application (and in advance of any development) and by contributing to the crossing of the Trail. To this end, Applicant has cooperated with VDOT, the Loudoun County Sanitation Authority ("LCSA"), and the Northern Virginia Regional Park Authority ("NVRPA"), and has actively participated in the various working groups charged with completing Pacific Boulevard. This Application is made in light of the progress made with respect to Pacific Boulevard and its shared benefit to the County, the Route 28 District, and the Applicant. Applicant looks forward to continuing a productive working relationship with VDOT and other agencies, in order to ensure Pacific Boulevard's timely completion.

Matters for Consideration:

In response to Section 1211.5 of the 1972 Zoning Ordinance, the following information is offered to address the guiding standards by which the Board of Supervisors will consider this application. The applicable standard is first provided, followed by the relevant information:

1. *To preserve the agricultural character of the County, and to discourage the inappropriate location of non-farm uses in agricultural areas.*

This application will not adversely impact the agricultural character of the County, nor will it inappropriately locate a non-farm use in an agricultural area. The Property is located in an area long designated for Keynote Employment, not agricultural, use.

2. *To conserve the ground water supply in the areas of the County where it is limited.*

Any development of the Property will be accompanied by connection to public water and sewer. We therefore anticipate no negative impact to the County's ground water supply.

3. *To prevent high population density on soils that are incapable of providing adequate water supply, or of meeting proper sanitary requirements for sewage disposal.*

Residential development would not be appropriate on the Property. The Property is located in an area designated for Keynote Employment, and this application does not include a residential element. Further, any development of the Property would be accompanied by connection to public water and sewer lines.

4. *To protect against the overcrowding of land and undue density of population in relation to the community facilities existing or available.*

This application does not include any residential element and will therefore pose no additional burden to local community facilities. Although Applicant has no specific development plans at this time, we are committed to future development in accordance with the aesthetic and design standards stated in the Revised General Plan for Keynote Employment.

5. *To facilitate orderly highway development and transportation, and lessen traffic hazards and congestion.*

The Applicant is committed to orderly highway development and transportation improvements. The enclosed traffic study shows the impacts of the proposed SPEX. We believe that the enclosed Proposed Development Conditions will greatly facilitate orderly highway development and important transportation improvements in the area. Of particular importance is Applicant's commitment to dedicate right-of-way, in conjunction with the Virginia Department of Transportation, for the planned Pacific Boulevard extension and its associated crossings of the Trail and Cabin Branch. This commitment is further outlined in the attached Proposed Development Conditions, which include provision for two on-site and one off-site traffic signals on Pacific Boulevard, when warranted.

As confirmed in the Proposed Development Conditions, Applicant will forfeit its existing access point on Steeplechase Drive, once the Nokes Boulevard interchange has been

constructed, since the County's Transportation Plan calls for closure of this intersection.

6. *To protect residential sections from unnecessary traffic, fire hazards, noise, noxious fumes, or offensive odors and other unwholesome conditions and influences.*

The Property is located in an area of the County designated for Keynote Employment, and there is no residential development that will be directly impacted by this application.

7. *The proposed use at the specified location shall be in harmony with the policies embodied in the adopted comprehensive plan.*

As stated above, the Property is entirely planned for Keynote Employment. Keynote Employment areas are defined as one hundred percent premier office or research and development centers supported by ancillary retail and personal services for employees. The Comprehensive Plan contemplates that such high visibility areas, such as those along Route 28, will be used for corporate headquarters. As such, the Existing Development Conditions conflict with the Comprehensive Plan. The proposed office use, in accordance with the Proposed Development Conditions, would be consistent with the land use recommendations of the Comprehensive Plan. Further, the Applicant has prepared Design Guidelines and Standards for the Property to ensure that ParagonPark is developed in an aesthetically appropriate manner.

8. *The proposed use shall be in harmony with the general purpose and intent of the applicable zoning district regulations.*

The Property is currently zoned PD-IP under the 1972 Zoning Ordinance. PD-IP districts are intended as planned developments containing light and medium industrial uses. Sections 722.3.2 and 722.3.3.1 of the 1972 Zoning Ordinance also state that (1) commercial office buildings (2) uses auxiliary to permitted and principal uses, such as, but not limited to, restaurants, personal services, and banks, (3) warehousing and (4) hotels may all be permitted by the Board of Supervisors pursuant to a special exception procedure.

9. *The proposed use shall be such that it will not adversely affect the use or development of neighboring properties in accordance with the applicable zoning district regulations and the applicable provisions of the adopted comprehensive plan. The location, size and height of buildings, structures, walls and fences, and the nature and extent of screening, buffering and landscaping shall be such that the use will not hinder or discourage the appropriate development and use of adjacent or nearby land and/or buildings or impair the value thereof.*

The proposed uses are entirely consistent with existing, planned, and potential development in the surrounding area. The Applicant proposes the development of the Property with office floor space and associated auxiliary uses, including a hotel, automobile service station, bank and personal service uses. Such a mix is consistent with that found on the nearby properties also planned for Keynote Employment. The property

will be developed in conformance with the ParagonPark Design Guidelines and Standards.

Exhibit A

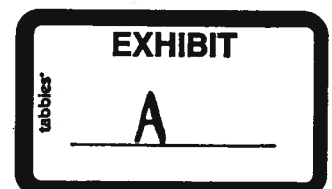
Existing Development Conditions

CONDITIONS

1. The applicant shall be permitted to develop lots 1, 2, 3, 4, 5, 6, 7, 8, 18, and 19 as depicted on the special exception plat, after providing all of the following:
 - a. The applicant shall provide a right-of-way reservation of 120 feet for Pacific Boulevard, as generally depicted on the special exception plat (*from the northern property boundary of the W&OD Regional Park/Trail to the southern right-of-way line of Severn Way*).
 - b. The applicant shall dedicate right-of-way and provide all necessary public road improvements (*constructed to VDOT standards*) to access the lots identified above as Phase I Development.
 - c. With specific regard to Severn Way frontage improvements, the applicant shall dedicate the right-of-way necessary to construct one half of a U4 road section (*at no cost to the public*). In addition, the applicant shall bond and construct one half of a U4 road section within said right-of-way to include a right turn lane at the intersection of Severn Way and Route 28.
2. The applicant shall be permitted to develop lots 9 and 17 as depicted on the special exception plat, after providing all of the following:
 - a. The applicant shall dedicate the right-of-way for Pacific Boulevard (*at no cost to the public*) between the northern property line of the W&OD right-of-way to the southern floodplain line of the Cabin Branch.
 - b. The applicant shall bond and construct Pacific Boulevard within said above described right-of-way as follows:

As a four lane median divided road section (U4R) from the northern property line of the W&OD right-of-way (*where Pacific Boulevard may at this time terminate as a temporary cul-de-sac*) tapering north of lot 13 (*based upon sound engineering practices and VDOT standards*) to a four lane undivided road section (U4) up to the southern floodplain boundary limits of the Cabin Branch (*where Pacific Boulevard may at this time terminate as a temporary cul-de-sac*).

ATTACHMENT 1



- c. The applicant shall dedicate right-of-way and provide all necessary road improvements (*constructed to VDOT standards*) to access the lots identified above as Phase II Development.
3. The applicant shall be permitted to develop all the remaining lots (*lots 10, 11, 12, 13, 14, 15, and 16*) as depicted on the special exception plat after providing all of the following:
 - a. The applicant shall dedicate all of the remaining, undedicated right-of-way for Pacific Boulevard (*at no cost to the public*) between the northern property line of the W & OD right-of-way and the southern right-of-way line of Severn Way.
 - b. The applicant shall bond and construct the remaining portion of Pacific Boulevard as a four lane undivided road section (*U4*) (*including crossing of the Cabin Branch floodplain*) from its northern terminus at the southern flood plain boundary line of the Cabin Branch to the southern right-of-way line of Severn Way (*said improvement to include a VDOT designed and constructed intersection with Severn Way*).
 - c. The applicant may provide a box culvert floodplain crossing of the Cabin Branch for Pacific Boulevard (*designed to VDOT standards*), if at the time of construction plan and profile approval for said crossing, a box culvert design meets the requirements of the Loudoun County Zoning Ordinance, Land Subdivision and Development Ordinance, and Facilities Standards Manual.
 - d. The applicant shall contribute one-eighth ($1/8$) of the "final cost" of constructing the grade separated crossing of Pacific Boulevard and the W&OD right-of-way (*the "trail Crossing"*) as defined in paragraph 14 of the Dulles North Retail Associates, ZMAP 89-21, Proffers, as revised November 15, 1989, provided such contribution shall not exceed \$200,000.00, as adjusted by the Construction Cost Index as currently published by McGraw-Hill in the Engineering News Record, with 1991 as the base year (the CCI). In the event the Dulles Industrial Associates or their assigns desire to fulfill this condition before the "Trail Crossing" is constructed, Dulles Industrial Associates or their assigns may contribute the \$200,000.00 as adjusted by the CCI, to the County to be held and deposited into the Transportation Trust Fund established for the construction of the "Trail Crossing", subject to a right of reimbursement upon completion of the "Trail Crossing" for that part of the contribution that exceeded one-eighth ($1/8$) of the final cost of the "Trail Crossing" as defined above.

- e. The applicant shall provide any additional slope and construction easements necessary to construct a grade separated trail crossing of Pacific Boulevard and the W&OD right-of-way (*at no cost to the public*).
 - f. The applicant shall dedicate right-of-way and provide all necessary road improvements (*constructed to VDOT standards*) to access the lots identified above as Phase III Development.
- 4. If any of the portions of the subdivision streets or Pacific Boulevard which are required to be constructed as a condition to development of this property shall have been constructed by others, Dulles Associates or its successor shall make a cash contribution to the County in lieu of such construction in an amount equal to the reasonable cost of such construction, as adjusted by the CCI.
 - 5. The Dulles Industrial Associates shall abandon (*at no cost to the public*) its two points of access onto Route 28, when the property has been interconnected by Pacific Boulevard to Route 28 by grade separated interchanges north and south of the site (*as further described in the Eastern Loudoun Area Management Plan (ELAMP)*), at the interchange currently referred to as Route 625/Route 28 and Route 638/647/Route 28.
 - 6. The applicant shall place all land containing 100 year floodplain on this property into floodplain conservation easements acceptable to the County of Loudoun, upon the submission record plats for any lot adjoining said floodplain.
 - 7. The applicant shall amend all floodplain limits (*depicted on the special exception plat*) associated with the Broad Run water shed should the Board of Supervisors adopt the new floodplain limits identified by the GKY Study, prior to record plat approval for any lot adjoining said floodplain limits.
 - 8. The applicant shall perform a floodplain study for the Cabin Branch floodplain crossing of Pacific Boulevard, and submit a floodplain alteration application (if necessary) to the County of Loudoun for review and approval concurrently with construction plans and profiles, or record plat for said road right-of-way (*whichever occurs first*).
 - 9. The applicant shall meet with the Department of Engineering's Recycling Coordinator to formulate and implement a recycling plan for this development, prior to the issuance of a zoning permit, for a building on the sixth (6) lot in Phase I of this development.

10. The applicant shall design and construct all stormwater management facilities on this site utilizing BMP's (*Best Management Practices*).
11. As part of the submission of construction plans and profiles, the applicant shall provide an overall conceptual stormwater plan that contains pre-development/post-development runoffs and indicates how water quality will be addressed.
12. The applicant shall comply with all State and County mandated Health Code requirements.
13. The applicant shall provide a detailed geotechnical report (*Type II*) prior to the submission of construction plans and profiles or issuance of a grading permit whichever occurs first in time to address roadway design and underdrainage for the entire road network. Reports prepared for road construction and/or improvements shall have a minimum of one boring for every 200 linear feet of roadway being constructed or improved.
14. The applicant shall coordinate the location of sewer and water facilities to the satisfaction of VDOT and the LCSA prior to the approval of construction plans and profiles.
15. Buildings constructed in conjunction with this special exception shall conform to the following conditions:
 - No building shall exceed two stories in height.
 - All buildings shall have a minimum of two truck loading bays.
 - All loading bays shall be located so that trucks using such bays shall not be visible from public streets. All loading bays shall be screened from view using landscaping, walls or decorative fencing as approved at site plan review. Except during the process of loading or unloading, trucks and trailers shall not be parked outside the building unless parked in suitably screened areas.
 - At least 50 percent of the total gross floor space in any building shall have a floor loaded-capacity of at least 125 pounds per square foot live load.
 - Gross floor area shall not exceed a .40 F.A.R.
16. Office uses, other than accessory to the primary use, shall be permitted in flex-industrial buildings subject to the following conditions:

ATTACHMENT 1

- The following types of office uses are not permitted:
 - Corporate headquarters (*which are not associated with permitted PD-IP uses*), law office, architectural offices, insurance offices, medical offices, and health maintenance organizations.
 - Office uses recognized as appropriate shall be associated with permitted and permissible uses (*and are subject to separate special exception action*).
17. No more than forty-nine percent (49%) of the gross floor space of each building on a single lot shall be used for non-accessory office uses.
 18. On-site parking shall be maintained at 1 space per 800 net sq. ft. of warehouse space and 1 space per 275 net sq. ft. of office.
 19. No retail uses shall be allowed.
 20. Full sprinkler and manual fire alarm systems shall be placed in each new structure.
 21. Access for fire and rescue shall be provided during all phases of construction.
 22. Building facades shall be designed to blend harmoniously with flex-industrial office buildings and other industrial buildings.

BB/kc
bob3/dullind.com

Exhibit B

Proposed Development Conditions

Eugenia Investments, Inc.
ParagonPark – Special Exception
SPEX 2007-0025, SPEX 2007-0034, SPEX 2008-0008, SPEX 2008-0009

PROPOSED DEVELOPMENT CONDITIONS

June 3, 2008

-
1. The Conditions of Approval for this application supersede those of SPEX 1991-0033.

Substantial Conformity

2. The approved Special Exception uses and associated site development shall substantially conform to the Conditions described herein and to Sheet 3, Sheet 7 and Sheet 8 of the Special Exception Plat prepared by Patton Harris Rust Associates, Inc., dated May 2007 and revised through June 6, 2008 (“the Special Exception Plat”) and the 1972 Zoning Ordinance (the “Zoning Ordinance”). Approval of these applications does not imply modifications of or relieve the Applicant of any Zoning Ordinance, Codified Ordinance, or any other requirement.

Development/Construction at the Property

Hotel

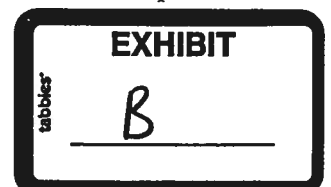
3. The proposed hotel use in Land Bay 1 shall include a minimum of 2,000 square feet of meeting room space and at least one of the following services/amenities, such as, but not limited to, a sit-down restaurant, swimming pool, exercise room, or ballroom. In the event that no hotel use is developed in Land Bay 1, the Applicant shall have the option to develop office floor space on the Land Bay without need for further special exception approval.

Bank

4. Upon the issuance of site plan approval for the first office building and/or warehouse on the Property, Applicant may develop a bank use in Land Bay 3. Said use shall include up to a maximum of four (4) drive-through teller/ATM lanes. Such drive-through teller/ATM lanes shall be screened from view from Pacific Boulevard by an architectural wall, fence, or landscaping.

Automobile Service Station

5. Upon the issuance of site plan approval for the first office building and/or warehouse on the Property, Applicant may develop an automobile service station (inclusive of gas station pumps) in Land Bay 3. The site plan for said automobile service station shall include an oil/water separator and an Emergency Response Plan in accordance with the Loudoun County Facilities Standards Manual (“FSM”). In the event that no automobile service station is developed in Land Bay 3, the Applicant shall have the option to develop



office floor space on the Land Bay without need for further special exception approval. The use of loud speakers with this use is prohibited.

6. An automobile service station developed in Land Bay 3 shall incorporate a water quality design that achieves a 65 percent phosphorus removal efficiency for all of the impervious area of the use outside of any VDOT right of way.

Office Buildings in Land Bays 2 and 6

7. Office buildings in Land Bays 2 and 6 adjacent to Route 28 shall be constructed to a minimum of three (3) stories in height.

Auxiliary and/or Personal Service Uses

8. Auxiliary and /or personal services uses shall be permitted in any commercial building on the Property. Auxiliary and/or personal service uses constructed in Land Bay 6 shall be within the building footprint of an office building and/or parking structure.

Warehouse Uses

9. Warehouse uses shall be permitted in Land Bays 4 and 5. In the event that no warehouse uses are developed in Land Bay 4 and/or 5, the Applicant shall have the option to develop office floor space on Land Bay 4 and/or 5 without need for further special exception approval.

Public and Civic Uses

10. Applicant shall construct, dedicate or install 7.5 acres of public and civic uses throughout the Property. Such uses shall include, but not be limited to, trails, civic plazas, and the W&OD Trail civic plaza and shall be constructed in accordance with the FSM and Zoning Ordinance adopted provisions. Such public and civic uses shall be constructed in conjunction with adjacent site development on the Property.

Pacific Boulevard Improvements

11. Prior to the issuance of a zoning permit for Land Bays 4, 5, and/or 6, as depicted on Sheet 3 of the Special Exception Plat, the requirements of this Condition shall be met:
 - a. Upon receipt of written request from VDOT or Loudoun County Board of Supervisors (the "County"), Applicant shall dedicate right of way required for the construction of Pacific Boulevard between the Property's southern and northern boundaries (as shown on Sheet 3 of the Special Exception Plat). Such dedication shall be made at no cost to VDOT or the County.
 - b. Upon receipt of written request from VDOT or the County, Applicant shall grant construction and drainage easements necessary to construct Pacific Boulevard. Such easements shall be granted at no cost to VDOT or the County.
 - c. Applicant shall contribute \$343,980 to the County towards the Pacific Boulevard grade separated crossing of the W&OD Trail. Such contribution shall be made

prior to issuance of the first occupancy permit associated with commercial zoning permits on the Property.

- d. Applicant shall prepare and submit a traffic signal warrant study for Intersection 1 (as shown on Sheet 3 of the Special Exception Plat) prior to or concurrently with the issuance of the zoning permit for more than 150,000 square feet of floor space in Land Bay 4 (that is approximately fifty (50) percent of permitted floor space). Applicant shall design and install said signal when authorized to do so by VDOT. If warrants for the signal have not been met prior to the issuance of a zoning permit for more than 270,000 square feet of floor space in Land Bay 4, (that is approximately ninety (90) percent of permitted floor space), Applicant shall contribute \$200,000 to the County prior to the issuance of said zoning permit.
 - e. Applicant shall prepare and submit a traffic signal warrant study for Intersection 2 (as shown on Sheet 3 of the Special Exception Plat) prior to or concurrently with the issuance of the zoning permit for more than 546,000 square feet of floor space in Land Bays 5 and 6 (that is approximately fifty (50) percent of permitted floor space). Applicant shall design and install said signal when authorized to do so by VDOT. If warrants for the signal have not been met prior to the issuance of a zoning permit for more than 984,000 square feet of floor space in Land Bays 5 and 6, (that is approximately ninety (90) percent of permitted floor space), Applicant shall contribute \$200,000 to the County prior to the issuance of said zoning permit.
12. Applicant shall prepare and submit a traffic signal warrant study for the off-site intersection of Pacific Boulevard and Severn Way prior to or concurrent with the issuance of the zoning permit for more than 220,000 square feet of floor space in Land Bays 1, 2 and 3 (that is approximately fifty (50) percent of permitted floor space). If warrants for the signal have not been met prior to the issuance of a zoning permit for more than 400,000 square feet of floor space in Land Bays 1, 2 and 3 (that is approximately ninety (90) percent of permitted floor space), Applicant shall contribute \$200,000 to the County prior to the issuance of said zoning permit.

Pacific Boulevard and Severn Way Acquisition of Off-Site Right-of-Way and Easements

13. Upon a) approval of site plans allowing at least two hundred thousand (200,000) square feet of floor space (that is approximately fifty (50) percent of permitted floor space) in Land Bays 1 and 2, and b) subject to the acquisition of and provision to Applicant (at no cost) all necessary right-of-way and easements by the County or VDOT, and c) upon written request from the County, and d) once the portion of Pacific Boulevard immediately north of its intersection with Severn Way is built to a four-lane roadway, Applicant shall construct the Pacific Boulevard/Severn Way intersection to a five-lane section (inclusive of turn lanes), as shown on Sheet 8 of the Special Exception Plat. Applicant shall not be responsible for relocation of any utilities during construction of the aforementioned improvement.

Closure of Steeplechase Drive/Route 28 and Severn Way/Route 28 intersections

14. Applicant shall abandon access from the Property to the existing Severn Way/Route 28 and Steeplechase Drive/Route 28 intersections upon written request from VDOT or the County. Such abandonment shall not take place until a grade separated interchange has been constructed on Route 28 at Nokes Boulevard and a vehicular connection has been provided between Severn Way and Pacific Boulevard north to Route 28/Nokes Boulevard interchange.

Parking at Route 28

15. Upon VDOT's determination to abandon and vacate land used for the existing W&OD Trail parking lot, as shown on the Special Exception Plat, Applicant reserves the right to place parking and related facilities up to 50 feet from the new Route 28 limited access boundary line.

Regional Road Contribution

16. Applicant shall contribute to the County or third party designated by the County, \$1.00 per net square foot of office floor area constructed on the Property up to a maximum of \$1,000,000. Said contribution shall be used for regional transportation improvements within the Suburban Policy Area. Such contribution shall be made prior to or in conjunction with the issuance of each zoning permit for office floor space on the Property.

Pacific Boulevard Improvements

17. Within thirty (30) days of written request from VDOT or the County and upon completion of proposed improvements to Intersections 1 and 2 (as shown on Sheet 7 of the Special Exception Plat) Applicant shall contribute to the County \$159,430 towards said improvements.

Bus Shelters

18. Applicant shall construct three (3) bus shelters on the Property in locations to be coordinated with the Office of Transportation Services or such other appropriate Loudoun County agency, during the site plan approval process for development in Land Bays 1, 4 and 6. Such bus shelters shall be constructed concurrent with adjacent development. Notwithstanding the foregoing, Applicant shall not be responsible for the installation of such bus shelters until such time regional bus service is provided to the Property.

W&OD Trail Replacement Parking Lot

19. Upon written request from VDOT or the County Applicant shall dedicate up to 1.2 acres of Land Bay 5 (as shown on Sheet 3 of the Special Exception Plat) and any necessary

easements for a replacement W&OD Trail parking lot (the “W&OD Trail Replacement Parking Lot”). Such dedication shall be made at no cost to VDOT or the County. The Applicant shall not be responsible for the construction of the W&OD Trail Replacement Parking Lot. Notwithstanding the foregoing, said dedication shall not take place until such time as the Pacific Boulevard connection with Route 28 north of Severn Way is under construction.

20. Applicant shall construct a civic plaza associated with the W&OD Trail Replacement Parking Lot (“W&OD Trail Civic Plaza”), as shown on Sheet 5 of the Special Exception Plat. The W&OD Trail Civic Plaza shall be constructed in conjunction with the construction of the adjacent office uses in Land Bay 5.
21.
 - a. Applicant shall convey a permanent public access easement, as shown on Sheet 5 of the Special Exception Plat, to the Northern Virginia Regional Park Authority (“NVRPA”) to permit access to the W&OD Trail Replacement Parking Lot. Applicant shall make such conveyance to NVRPA upon completion of the construction of the W&OD Trail Replacement Parking Lot and upon completion of construction for Intersection No. 2, as shown on Sheet 7 of the Special Exception Plat.
 - b. Said permanent public access easement shall be maintained by NVRPA until such time as a Property Owners Association (“POA”) has been established for the Property. Once a POA has been established for the Property, the POA shall be responsible for the maintenance and repair of the permanent public access easement. In the event the public access easement is not a paved surface, the POA shall be relieved of its obligation to maintain and repair the public access easement.

Floodplain Conservation Easement

22. Applicant shall place all land containing 100-year floodplain on the Property into floodplain conservation easements acceptable to the County. Such easements shall be created prior to or concurrent with submission of record plat and/or site plan for any lot adjoining said floodplain, whichever occurs first. Clearing in these areas shall be permitted only for the construction of trails, utilities, and Pacific Boulevard. Applicant shall be permitted to reforest these areas as described in Condition 25 below.

Storm Water Management

23. All Storm Water Management (“SWM”) and Best Management Practices (“BMP”) facilities developed at the Property will conform with the FSM.
24. Applicant reserves the right to modify the stormwater management ponds associated with Pacific Boulevard, as shown on Sheet 3 of the Special Exception Plat. Any such modification shall be subject to the following:

- a. Applicant shall coordinate with VDOT the vacation of either stormwater management pond and/or easements approved with VDOT roadway plans #1036-053-303.PE 101 prior to or in conjunction with site plan approval for development within the respective land bay.
- b. Applicant shall submit a drainage easement accepting the responsibility for the maintenance and upkeep (inclusive of repair) of either stormwater management pond prior to or in conjunction with site plan approval for development within the respective land bay.
- c. Prior to the recording of such easement, Applicant shall provide confirmation to VDOT that such modified storm water pond will continue to provide water quality control for runoff generated by the VDOT improvements associated with Pacific Boulevard.

Reforestation

25. Concurrent with the submission of the first site plan application for the Property, Applicant shall submit a reforestation plan ("Reforestation Plan") to the County, for review and approval. The Reforestation Plan shall be prepared by a professional forester or ISA ("International Society of Arborists") Certified Arborist. The Reforestation Plan shall use 1-inch minimum caliper, native, deciduous trees at a stocking level of 125 trees per acre. Prior to approval of the Reforestation Plan, the County Archeologist or such other appropriate Loudoun County agent, shall determine if said Plan would have the potential to impact known archaeological sites as identified on Sheet 2 of the Special Exception Plat.

Open Space and Landscape Buffer

26.
 - a. Applicant shall establish a 25-foot wide open space and landscape buffer (the "Open Space and Landscape Buffer") throughout the Property in the locations shown on Sheet 3 of the Special Exception Plat. Where the Open Space and Landscape Buffer is impacted by clearing and grading or should it be determined by the Applicant's certified arborist and/or the County's Urban Forester that invasive species are hazardous to life or property, Applicant shall reforest the buffer with native species.
 - b. Following reforestation, only those uses listed in the Revised 1993 Zoning Ordinance under the definition of "Passive Recreation Uses" and storm drainage facilities shall be permitted within the Open Space and Landscape Buffer. Applicant shall be permitted to traverse the Open Space and Landscape Buffer to provide a connection to the W&OD Trail in the general location shown on Sheet 3 of the Special Exception Plat. Applicant shall be required to coordinate with NVRPA to locate Passive Recreation Uses within the Open Space and Landscape Buffer adjacent to the W&OD Trail prior to site plan approval in Land Bays 5

and/or 6. The Open Space and Landscape Buffer will be created at the time of development of adjacent portions of the Property.

Tree Conservation Area

27. a. Applicant shall establish a Tree Conservation Area in the locations shown on Sheet 3 of the Special Exception Plat. Clearing in these areas shall be permitted only for the construction of utilities and storm drainage facilities, and any such clearing shall be limited to the minimum areas required for said construction. A minimum of 80 percent of the tree canopy within the Tree Conservation Area will be preserved, exclusive of stands of Virginia Pine over 25 years in age. To the extent the Applicant is able to preserve native, healthy, sustainable canopy (as certified by a professional forester or certified arborist outside the Tree Conservation Area), such preserved areas shall count toward the minimum 80 percent commitment.
- b. If, during construction on the Property, it is determined by the Applicant's certified arborist and/or the County's Urban Forester that any healthy tree located within the boundaries of the Tree Conservation Area has been damaged during construction and will not survive, prior to bond release, the Applicant shall remove such tree and replace it with two (2) 2 ½ - 3 inch caliper native, non-invasive deciduous trees. The species and placement of replacement trees shall approximate that of the removed damaged tree, unless otherwise agreed upon by the Applicant and the County's Urban Forester.
- c. Removal of the trees within the Tree Conservation Area will be prohibited without specific permission from the County's Urban Forester, except as necessary to accommodate Forest Management Techniques recommended by a professional forester or certified arborist in order to protect or enhance the viability of the tree canopy. Such Forest Management Techniques may include, without limitation, pruning and removing vines, invasive species, trees uprooted or damaged by extreme weather conditions, and trees or limbs that are diseased, insect-infested, dead, or hazardous to life or property.

Green Building Standards

28. Applicant shall pursue Leadership in Energy and Environmental ("LEED") design standards base certification at time of site plan approval for each office building of a minimum of 50,000 square feet in size. Following site plan approval, Applicant shall work with a licensed professional at time of site plan approval to implement LEED base standards.

Lighting

29. All lighting fixtures used in parking areas and on building exteriors shall be in accordance with Section 7.120 of the Facilities Standards Manual and Section 535.3 of the 1972 Zoning Ordinance.

Geographic Information System

30. Prior to approval of the first site plan for the Property, Applicant shall provide digital data to the County for the Property's approved wetland delineation.

Phase I and II Investigation

31. Prior to the approval of the first site plan for the Property, Applicant shall submit to the County a Phase I Archeological Survey of Site 44LD0142, Site 44LD0153 and Site 44LD1443, as shown on Sheet 2 of the Special Exception Plat.
32. Prior to the approval of the first site plan for Land Bay 4, Applicant shall submit to the County a Phase II investigation of Site 44LD0010. Prior to the approval of the first site plan for Land Bay 2, Applicant shall submit to the County a Phase II Archeological Survey for Site 44LD0021. Such archaeological sites are identified on Sheet 2 of the Special Exception Plat.

Construction Fence

33. Prior to the commencement of land-disturbing activities in Land Bays 5 and 6, Applicant shall install a construction fence along the southern boundary of the Property and adjacent to the W&OD Trail.

Noise Attenuation Treatment

34. All office and hotel buildings on the Property shall be constructed to achieve a maximum interior noise level of 45 dBA. The Applicant shall engage a certified licensed acoustical engineer to perform a building shell analysis prior to or in conjunction with the first applicable occupancy permit for each office or hotel building.

Wetlands Mitigation

35. For any wetland and stream impacts on the Property determined to be unavoidable in conjunction with the permitting process, Applicant shall provide wetland mitigation in the following priority order: 1) onsite, 2) within the same planning policy area, and 3) within Loudoun County, subject to approval of the Army Corps of Engineers and the Virginia Department of Environmental Quality. If no such areas are available within the County as verified by County Staff, Applicant shall be permitted to provide wetland mitigation outside of Loudoun County.

Property Owners Association

36. All property owners on the Property shall be a member of a POA established to regulate use and provide standards for the construction, landscaping and use of privately owned land and structures within the Property. The POA shall provide landscaping and lawn maintenance for all common areas and snow removal on all private streets, and shall contract for trash removal services. The POA shall be responsible for the maintenance of all common recreational facilities, all stormwater management facilities, all private streets, and all sidewalks and trails, not otherwise maintained by the County or VDOT.
37. Prior to the approval of the first site plan for the Property, draft documents for the establishment of the POA shall be submitted to the County for review and approval. The POA shall be established prior to the approval of the first record plat or site plan for the Property, whichever is first in time.

Design Guidelines and Standards

38. In order to provide for the implementation of design concepts, the POA covenants shall require the establishment of a design review committee and shall require said committee to adopt the ParagonPark Design Guidelines and Standards, dated June 6, 2008, prepared by Donnally Vujcic Associates, L.L.C, a copy of which is attached hereto as Exhibit A. The POA design review committee shall be established and design guidelines imposed within three (3) months of the creation of the POA and shall review all development plans.

Trails

39. At the time of the first site plan approval for Land Bay 5 and subject to final approval by NVRPA, Applicant shall provide an eight (8) foot wide trail connection to the W&OD Trail in the general location shown on Sheet 3 of the Special Exception Plat. Such connection shall be designed and implemented in accordance with the adopted provisions of the applicable NVRPA permit. In no event shall this condition be construed to prohibit the Applicant's use of existing connections to the W&OD Trail.
40. Applicant shall provide a network of eight (8) foot wide trails through the Property. Such trails shall be constructed in conjunction with development of each Land Bay. Such trails shall be designed and implemented in accordance with the American Association of State Highway and Transportation Officials ("AASHTO") and Americans with Disabilities Act of 1990 ("ADA") standards. This condition shall not be construed to require the Applicant to construct any trail crossings of Cabin Branch.

EXHIBIT A

PARAGON PARK DESIGN GUIDELINES AND STANDARDS

DATED JUNE 6, 2008



PARAGON PARK

Loudoun County, Virginia

DESIGN GUIDELINES AND STANDARDS

June 6, 2008

Prepared for
Eugenia Investments, Inc.

by



ParagonPark

Design Guidelines and Standards

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Introduction and Property Description

ParagonPark is a 150 acre parcel bordered by Route 28 on the East, Broad Run on the West, Severn Way on the North and the W & OD Trail on the South. The property is currently zoned PD-IP under the 1972 Zoning Ordinance.

It is the desire of the owner, Eugenia Investments, Inc., to develop the park as Class A Office, Flex Warehouse, Hotel, and related Auxiliary/Personal Service Uses.

The following design guidelines are provided to insure that the quality of development will be guaranteed to be of the highest level and will provide a framework for future development.

Development of this site will include construction of the on-site portion of Pacific Boulevard. Provisions for the relocation of the existing public parking lot for W&OD Trail will be incorporated along Pacific Boulevard as well as provisions to maintain access to the trail during construction.



Aerial View

Project Description

ParagonPark is divided by natural features including streams, floodplain, and mature woodlands into distinct land bays, each with its own characteristics. It is envisioned that each bay will be developed as a separate entity, joined together with a system of trails and walks, as well as by Pacific Boulevard.

Land Bay 1 - which is at the intersection of Severn Way and Route 28, is being designated for potential hotel development subject to the granting of a special exception. The owner may revise this parcel to Office depending on market conditions.

Land Bay 2 - bordered by Route 28 and Severn Way is currently envisioned to be class A Office ranging up to six or seven stories in height (under 100') supported by limited freestanding parking garages. The Southern border of this land bay backs to floodplain and mature woodlands which are to be preserved.

Land Bay 3 - consisting of only two acres at the intersection of Severn Way and Pacific Boulevard will provide limited auxiliary/personal service uses which may include a restaurant, bank with drive-in, and/or automobile service station.

Land Bays 4 & 5 - fronting on Pacific Boulevard on the East and Broad Run on the West, are envisioned to range from up to seven story (under 100') office buildings along the Pacific Boulevard frontage, gradually stepping down to one story flex warehouse product at the rear of the site. Land Bay 4 is bordered by mature woodland and floodplain preserve on the north, and Land Bay 5 is bordered by the W&OD Trail with a preserved tree line on the south. The two sites are separated by mature woodlands which are to be preserved. On the other side of Broad Run is the Bear National Golf Course, which will be an important amenity for corporate office tenants in the park.

Land Bay 6 - bordered by both Pacific Boulevard and Route 28, is envisioned to be developed as 100% office, with structures up to seven stories (under 100') in height, with freestanding shared structured parking garages. This land bay is bordered on the north by floodplain, steep slope area, and nature woodlands which are to be preserved. The southern border of the site abuts the W&OD Trail with a preserved tree line.

Project Illustrative Plan



Project Illustrative Plan



Development Summary

The Campus is currently envisioned to provide regional office, flex warehouse, and hotel uses as well as auxiliary/personal service uses.

Shown on this page is an illustrative plan of how the site might be configured. However, given the changing market needs and specific requirements of potential tenants, it is not practicable to predict a definitive plan which would define a set location, heights, civic plaza design, stormwater design or layout of the development. The building siting section of the design guidelines describes the basis for locating buildings within ParagonPark.

Overall Character of Development

ParagonPark is to be a high quality Office Park that will contain amenities sought by class “A” office tenants.

The development areas are to be interspersed and separated by large expanses of natural preserve areas, giving this Park an ideal siting that emphasizes its natural setting. High quality architecture, materials and landscaping will further add to the appearance of the park.

Signage, site lighting, civic plazas and screening of rooftop mechanical equipment and service areas will be controlled via these design guidelines as well as enforcement through the Architectural Review Board.

Design Guidelines

Architectural Review Board

An Architectural Review Board will be established at the outset of development and will oversee and administer these guidelines. The board will be appointed by the property owner and will establish review process and procedures. The Architectural Review Board (ARB) will use these Design Guidelines as the determination of appropriateness for future development. This review process will insure that the overall quality of development as described herein, as well as the intent of the guidelines, will be achieved in ParagonPark.

Intent

ParagonPark is to be a vibrant business park that combines office, flex warehouse, hotel and auxiliary/personal service uses.

Public space and large natural preserve areas are to be a major component of ParagonPark, with buildings located to define or overlook such areas. One goal of the Park is to provide substantial green space consisting of a mix of streetscapes, open areas, landscaped parking lots, and buffer and preserve areas. ParagonPark, given its proximity to the W&OD trail, will emphasize and incorporate a bicycle and pedestrian network that will provide numerous links within the park and to adjacent properties.

Buildings within the park will convey a graduated progression of scale and complementary materials and form. Buildings will be sited within well landscaped parking bays, separated into groupings by the use of buffers between parking bays, and laid out to facilitate desired views and reinforce pedestrian streetscapes, walkways, and connections.

These guidelines are meant to aid in the development of this vision, while not limiting design and innovation. It is up to the Architectural Review Board to consider the intent of the recommendations, as well as the specific guidelines.

Sustainable Design

All office buildings within the park will be required to meet sustainable design goals. While buildings may or may not seek certification from the United States Green Building Council for LEED, all office buildings will be required to meet the following minimum standards.

- Construction Activity Pollution Prevention
All sites will incorporate Erosion and Sediment Control measures.
- Meet site selection goals to avoid development on floodplain, wetlands, or endangered species habitat.
- Add bus stops along Pacific Boulevard so that no site is further than ¼ mile of a stop.
- Provide preferred parking for fuel efficient or low emitting vehicles or carpools.
- Provide bicycle racks at all office buildings.
- Meet goal for heat island effect and energy conservation thorough the use of a highly reflective roof material.

- All site lighting to meet ASHRAE (American Society of Heating Refrigeration and Air Conditioning Engineers) standards to reduce nighttime pollution, avoid spillage offsite, and maintain minimum and maximum recommended levels.
- Reduce potable water use for irrigation by 50% through use of efficient technologies and use of drought tolerant plantings.
- Reduce potable water use inside building by 20% through the use of dual flush toilets, and low flow faucets and urinals.
- Reduce energy use overall by a minimum of 10.5% as compared with ASHRAE 90-1 through the use of high efficiency glass, higher insulation values at wall and roof and use of highly efficient mechanical and lighting systems.
- Specify non ozone-depleting refrigerants in cooling systems.
- Divert a minimum of 50% of construction waste from landfills through recycling and salvage of materials.
- Specify a minimum of 10% of materials with high recycled content.
- Specify a minimum of 10% of building materials to be from within a 500 mile radius.
- Meet all goals for indoor air quality, increased ventilation, and construction indoor air quality.
- Use low emitting materials for paints, sealants, carpeting, and specify formaldehyde free composite board.

Building Types

ParagonPark will be comprised of low rise to mid rise office uses; combined with one story flex warehouse uses, hotel, and auxiliary/personal service uses. In the case the future market conditions requires buildings with other functions or typologies, the following description regarding the character of structures will form the basis of design. The examples shown of each type are to provide a suggested example and are not intended to show a defined architectural style or design.

- Office Buildings

A majority of the development of ParagonPark is envisioned to be office. As these will be developed in groupings of structures, it is important that they relate visually, using similar architectural vocabulary and palette of materials within each grouping. Such materials will include; but not be limited to; pre-cast concrete, glass, brick masonry, and metal panels. Building heights and floor plates will vary but should be considered in the overall arrangement of structures. Walls should be varied by means variations in height, setbacks, differentiation of materials, or other methods. Roof screens designed to hide roof mounted mechanical equipment can be used in creative ways to articulate rooflines.



- Flex Warehouse

These structures are typically one story buildings with large floor plates. The resultant architectural form is characterized by a low horizontal architecture, which limits the degree to which height and articulation of roofline can be achieved. The long facades can be broken up; however; through changes in the plane of the elevation, and punctuations of varying materials such as glass curtain wall or metal panels. Again the masking of mechanical areas can be used as an additional articulation of height or form. Building materials may include; but not be limited to; site cast concrete, brick masonry, glass, and metal panels.



- Garages

Free standing garages should be designed and placed to have minimal adverse impact on adjacent streets and structures. This is to be accomplished through siting of these structures behind or to the side of the office buildings they serve, and through façade design and landscaping treatments. Garages should compliment and harmonize with the design of the office building materials.

Garage structures shall have architectural features, details, and relief to minimize the appearance of bulk. Facades facing major streets, driveways, or public areas should have horizontal floors instead of ramps or slopes where feasible.

Lighting of the garage shall avoid excessive glare and fixtures on the top level shall not exceed 20' in height, be located away from the perimeter, and have appropriate cut off or shields. No lighting shall be high pressure sodium vapor.



- Hotels

Hotels shall be designed to compliment the overall architectural character of ParagonPark. Materials shall be complimentary to that of the office structures; but may include architectural concrete masonry units such as split face or ground face block, stone, and EIFS, as well as pre-cast, brick and glass.

- Auxiliary/Personal Service Uses

Auxiliary/personal service uses in Land Bay 3 including automobile service station and drive-in bank, or elsewhere should aid in the visual vitality of the Park. Canopies and awnings are encouraged as visual accents. The inclusion of outdoor seating for restaurants is encouraged; and materials may include architectural concrete masonry units such as split face or ground face block, stone, and EIFS; as well as pre-cast, brick, and glass. All four sides of each structure should be of matching materials and should include elements to provide visual relief. Auxiliary/personal service uses may also be added; if market conditions permit; at first floor of parking garages facing onto civic plazas to create a pleasing pedestrian environment.



Possible auxiliary/personal service uses fronting civic plaza to shield parking structures

Building Siting

Due to the possible need for security setbacks or other specific requirements of the future occupants of Paragon-Park, it is difficult to provide a set site plan. It may not be possible to site buildings close to roads due to possible standoff distances that may be required. This does not mean that buildings cannot be sited in a harmonious and complimentary manner. The following should be considered as guidelines:

- The overall site or land bays should be done with a coherent layout and in a similar manner within each bay.
- Buildings may be clustered or located at the periphery of the site and connected with seating areas, walkways or plazas.
- Access points to Pacific Boulevard should be limited. Entries should have adequate automobile stacking capacity.
- Where feasible, clustering of buildings around a common courtyard or open area should be encouraged.



Antennas and Satellite Dishes

While the need for modern communication and related equipment is important for users, such equipment may be detrimental to the appearance of the Park if not properly screened. Such measures should include:

- Placement of satellite dishes and antennas on the ground away from roads and properly screened where practical.
- When located on the roof antennas and dishes should be screened to reduce negative visual impact. Dishes should not be located on balconies.
- Where feasible equipment should be painted or otherwise selected to blend with the materials of the buildings.

Security Fences or Barriers

Although fencing or barriers may be required for some users, such installations should be designed to complement or blend with the architecture of the park.

- Perimeter security fencing should be attractively designed and in a color that harmonizes or will not detract from it's surrounding. The use of berming or landscaping should be considered to soften the visibility of fences or walls from adjacent streets.
- The maximum height of any fence or wall shall be 10 feet.
- Temporary fencing required during construction shall be removed immediately once construction is completed
- Where required, vehicle barricades shall be visually minimized. Other alternatives or natural barriers such as boulders or ditches should be considered.
- Security gates or barriers should be of a design and color to complement and blend with the architecture of the park.
- Security barriers should be attractive to harmonize with the landscape or hardscape design of the project. Jersey barriers shall be prohibited.

Open Space, Civic Plazas, Outdoor Seating Areas, and Trails

Public open space, civic plazas, seating areas and walking paths should be integrated throughout to contribute to the quality of the Park. Physical or visual access to the public, as well as the occupants of the Park, should be encouraged.

- Outdoor seating and dining areas should be encouraged. Plazas and open spaces should contain seating areas such as benches or planter walls at seating height.
- Landscape materials should be chosen to provide shade and color and to soften views of parking or service areas or equipment. Fountains, water features, sculpture, and other public art should be included.
- Pathways, trails and walkways should provide linkages within and to the public open space or plaza as well as to connect landbays and buildings.
- Seating areas should be encouraged along trails to provide rest or outdoor working spaces.



Landscape Design

Landscape materials and design should harmonize and complement the surrounding architecture and provide color and texture to the project. Landscaping should consist of a wide variety of trees, shrubs, and ground covers to create a well integrated design. Shrubs and ground covers should be planted in masses of a single species.

- Minimum sizes should be:
 - Canopy or shade trees - 3 inch caliper
 - Ornamental Trees - 2 inch caliper
 - Evergreen Trees - 7 to 9 feet in height
 - Evergreen Shrubs - 18 to 24 inch spread
 - Deciduous Shrubs - 24 to 36 inches in height
- Screening materials should be predominantly evergreen trees and shrubs.
- Accent plantings should be placed at entrances or intersections.
- Street trees should be of a type to provide a large canopy at maturity.
- Entries to sites should be accented with gateways, walls or other design elements at street frontages along with enhanced landscaping.



Site Lighting

Site lighting should provide security and serve as highlights to the building architecture. Guidelines should include:

- Lighting fixtures should be of finish and style that will be compatible with the architecture and materials of the park.
- A site lighting fixture should be specified and used throughout the park. Cobra heads should not be used. Wall packs are to be used only in loading areas of one story structures and not visible from surrounding streets or buildings

- Lighting should be designed to promote safety without creating glare or high intensity. High pressure sodium vapor should not be used. Fixtures shall have cut offs or shields to prevent light from spilling off site.
- All site lights shall be directed downward, provide a glare free environment, and prevent skyglow or deterioration of the nighttime environment.
- Decorative wall sconces and accent lighting should be encouraged to create a lively nighttime appearance.



Mechanical and Electrical Equipment

While a necessary component of every development, mechanical and electrical equipment should be screened to minimize adverse visual effects.

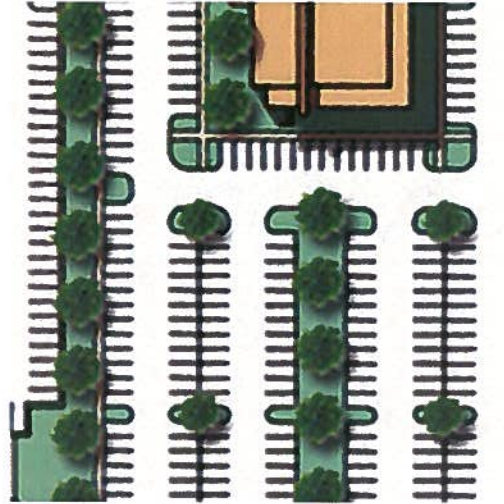
- Equipment such as transformers, generators, propane tanks, etc. shall be screened by the use of berms, landscaping, wall, or fences.
- Additionally, noise producing equipment such as generators should be sited and/or buffered with walls to reduce any adverse impact on adjacent uses.
- Any rooftop equipment shall be protected from view from surrounding roadways with screening appropriate to the height of the equipment. It is encouraged to integrate such screening into the architectural form of the building and use compatible materials.

Parking Lots

Views of major parking fields shall be broken up with landscape buffers or features. Lots shall be broken up into smaller areas by the use of perimeter landscaping and landscaped separation islands. Each lot shall have a landscaped island between every third or fourth parking aisle.

- Screening of parking lots adjacent to public roadways shall be accomplished through berming, depression of grade or shrubs of sufficient height to shield bumpers, wheels, and pavement while not inhibiting safety and surveillance. A combination of treatments should be encouraged. Parking lots shall have trees interspersed throughout the lot and surrounding perimeter.

- Concrete curbing shall be required except where depressed curbs are desired for storm water quality infiltration.
- Islands should be placed to break up long rows and should be a minimum of 8' wide.
- See Building Type Section for Parking Structures.
- Provide safe travel routes for pedestrians from parking areas or garages to buildings with marked pathways and clear directional signage.



Loading, Trash, and Service Areas

While necessary to the function of any building, loading, trash, storage, mechanical units and service areas should be placed and screened to minimize any adverse appearance.

- Such areas shall be designed of compatible materials to blend with the architecture of the building. They should be screened by berms, walls, fences, or landscaping. Wood and chain link fence enclosures, with or without inserts or slats shall be prohibited.
- Trash dumpster enclosures should be constructed of masonry or other durable material and shall have opaque gates. Maintain minimum 6" clear space under gate for surveillance.
- All truck loading service areas shall face away from public roadways and shall be screened from view by the use of walls or landscaping.

Public Streets and Private Roadways

The treatment of all street and roads will be very important to the overall appearance of ParagonPark. Pacific Boulevard will be the main focus through the park. As such it should have abundant landscaping along with street trees at a min of 3" caliper and planted 30' on center. Current plans call for a 10' trail along the west side of the roadway and a 6' sidewalk along the east side, which will encourage pedestrian movement through the park when combined with other sidewalk and trails within each land bay.

- Private roadways through the park within each land bay shall have minimum 5' wide sidewalks along a minimum of one side. These sidewalks shall also surround and connect the buildings and parking structures within each land bay.
- Street furniture shall be placed in scattered seating areas to encourage activity. Along with benches, furniture shall include trash receptacles, bollards, bike racks, etc. and shall be selected from one manufacturer and be of high quality with low maintenance and vandal resistant.
- Crosswalks shall be clearly marked with contrasting materials or striping.

Signage

A comprehensive sign package will be prepared and submitted to the County for review and approval. The following will be included as guidelines:

- Materials for all signs shall be complementary to the building materials and durable and weather resistant. All electrical components such as wires, ballasts, boxes, transformers, and panel boxes shall be concealed from view.
- Signs shall not be allowed to overwhelm or obscure the architecture of the building. Illumination may be internal or external as permitted by the zoning ordinance. No flashing signs or lighting will be allowed.
- Main project entry signs shall be placed at each main access to each land bay and shall be of high quality materials compatible to building architectures. Such signs shall not exceed 40' in length or 8' in height. Placement will take into account safety view lines.
- Building entry signs shall be similar in character and materials to project entry signs. They shall not exceed 12' in length and 6' in height. Placement will take into account safety view lines.